

MARVEL

X-MEN AVENGERS



Vol. 3

IRON MAN

X-MEN / AVENGERS

OMEGA



X-MEN / AVENGERS

ONSLAUGHT

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MARVEL
COMICS



AVENGERS

SEPT '96 402

EARTH'S MIGHTIEST HEROES

AVENGERS

SPECIAL
HEROES REBORN
UPDATE INSIDE!



AVENGERS
IMPACT 2

DON'T MISS THIS
END OF AN
ERA
EPIC!



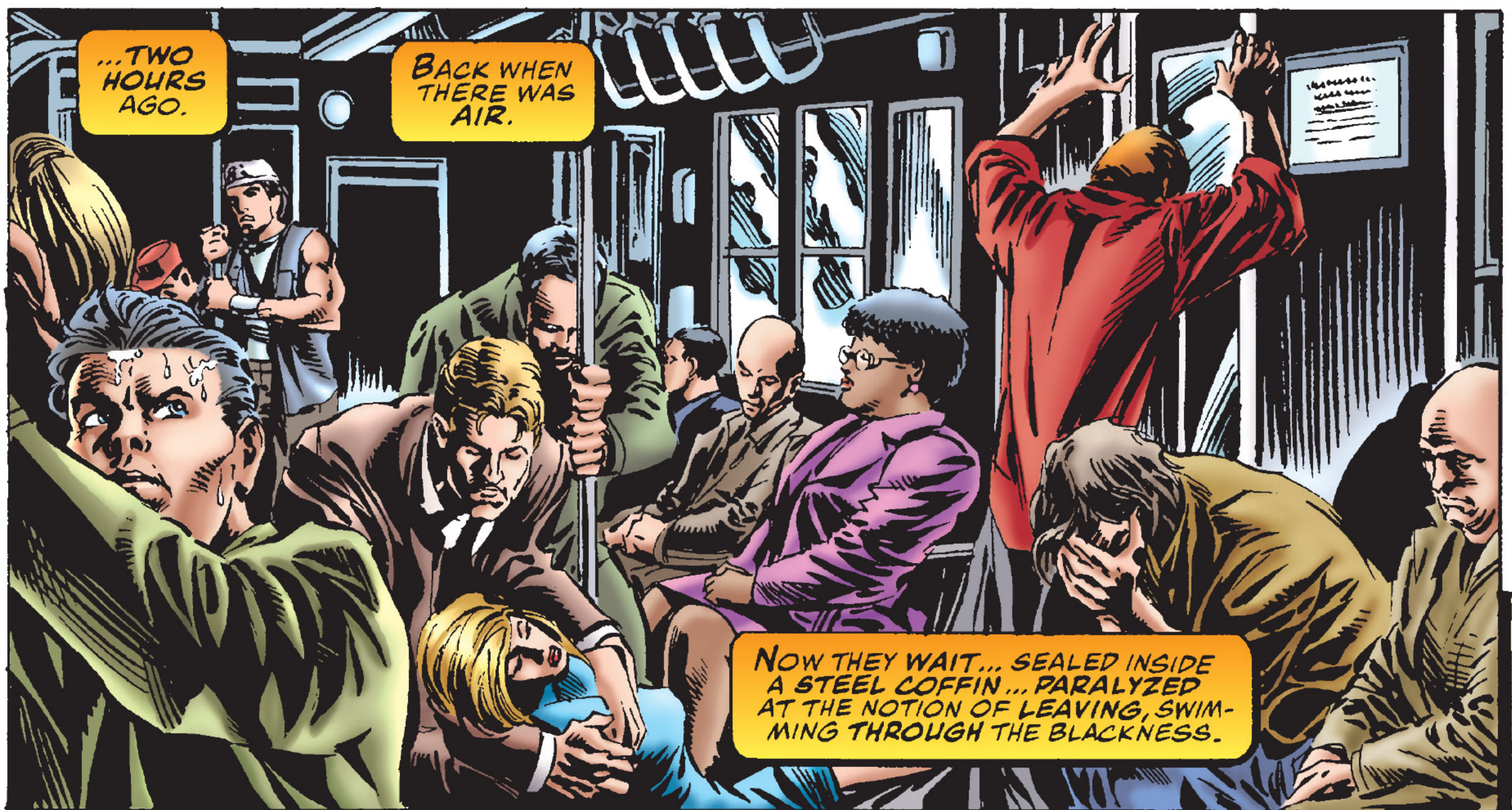


AN UNSCHEDULED STOP ON THE NUMBER THREE LINE.

THE SUBWAY TRAIN HAS BEEN TRAPPED UNDER THE STREETS OF MANHATTAN FOR THREE HOURS... AND COUNTING.

CAUGHT IN A SUDDEN, STYGIAN DARKNESS... MYSTIFIED, TERRIFIED AT THE LACK OF EVEN THE BAREST EMERGENCY LIGHT...

...ITS PASSENGERS ERUPTED INTO PANIC...



...TWO HOURS AGO.

BACK WHEN THERE WAS AIR.

NOW THEY WAIT... SEALED INSIDE A STEEL COFFIN... PARALYZED AT THE NOTION OF LEAVING, SWIMMING THROUGH THE BLACKNESS.



AFRAID OF THE UNKNOWN...

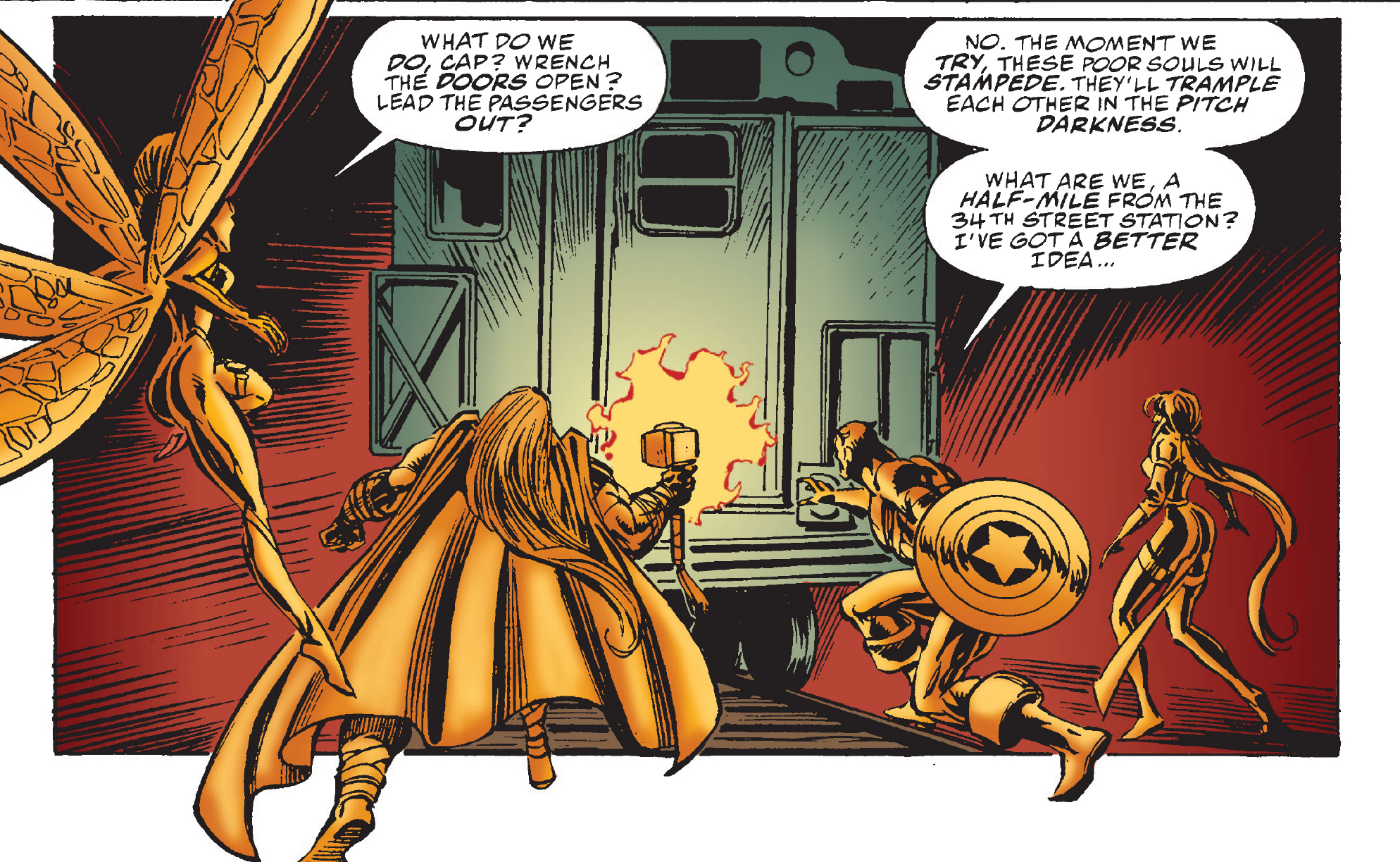




...AND PRAYING FOR HOPE.

EVERYBODY GOT ENOUGH LIGHT? GOOD.

I SEE YET ANOTHER STALLED TRAIN.



WHAT DO WE DO, CAP? WRENCH THE DOORS OPEN? LEAD THE PASSENGERS OUT?

NO. THE MOMENT WE TRY, THESE POOR SOULS WILL STAMPEDE. THEY'LL TRAMPLE EACH OTHER IN THE PITCH DARKNESS.

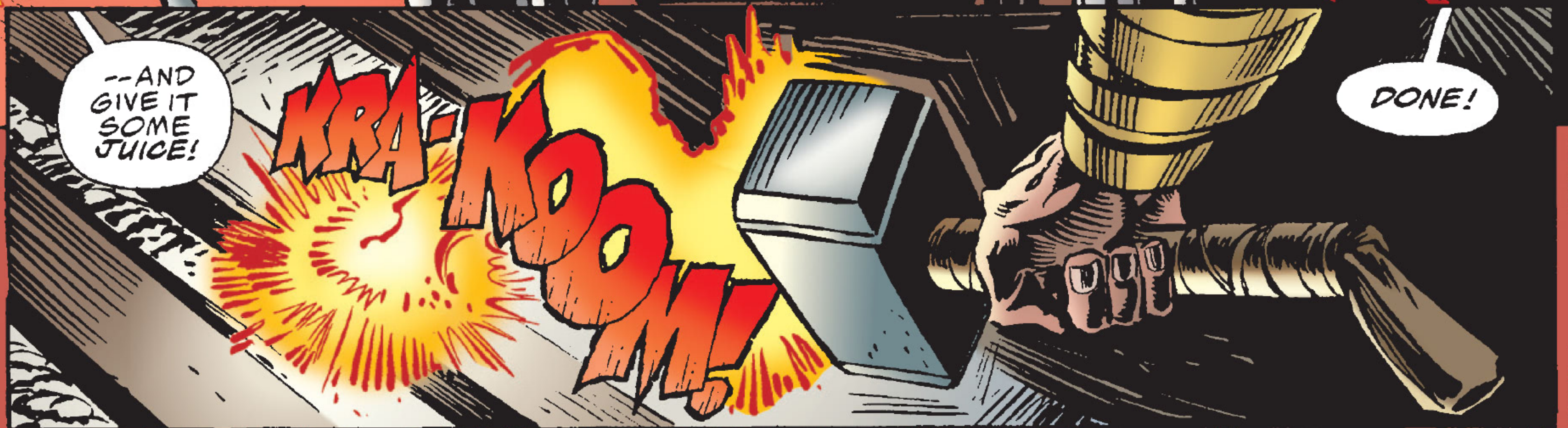
WHAT ARE WE, A HALF-MILE FROM THE 34TH STREET STATION? I'VE GOT A BETTER IDEA...



WASP-- SCOUT
AHEAD! MAKE
SURE THE TRACKS
ARE CLEAR!

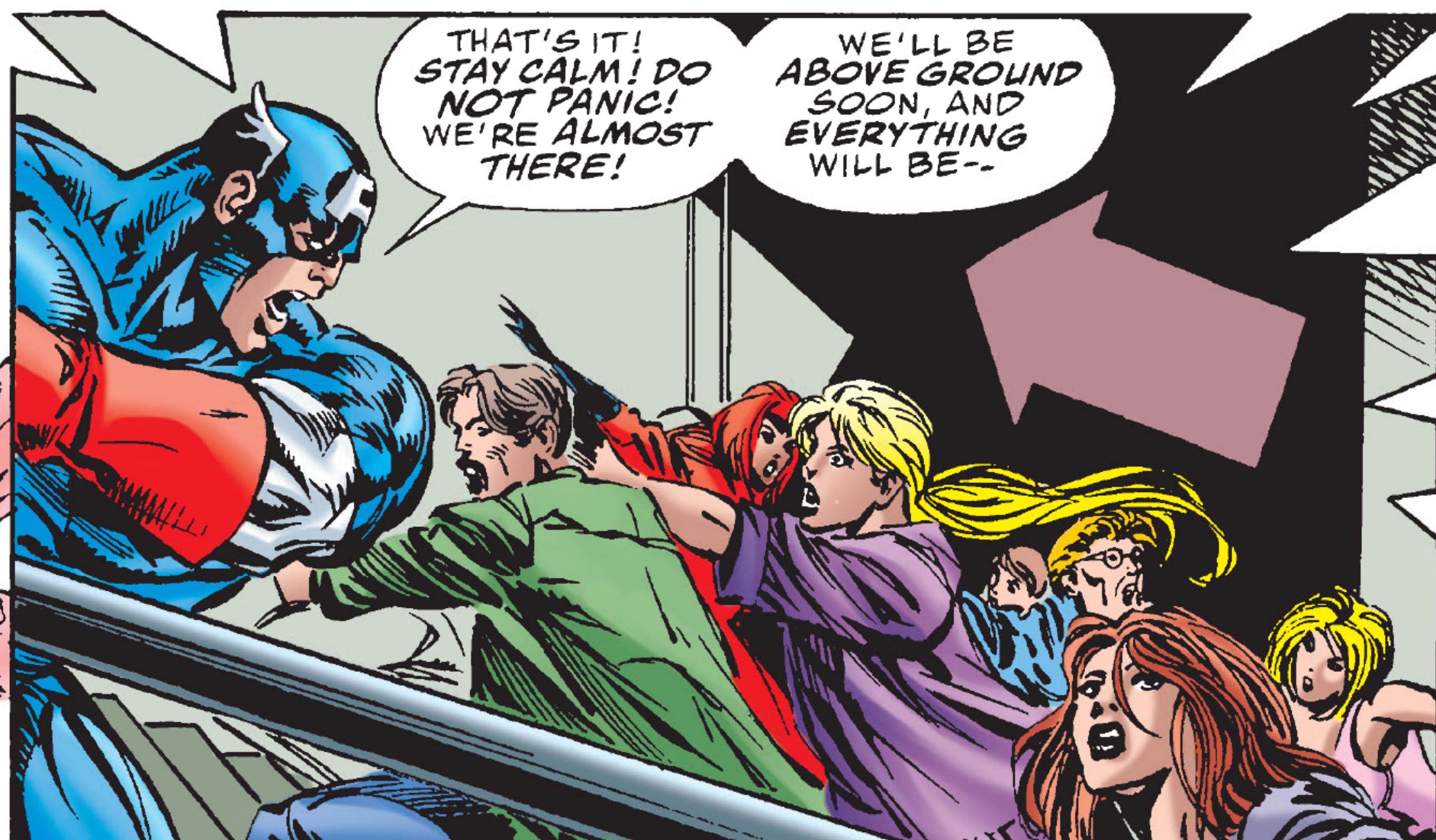
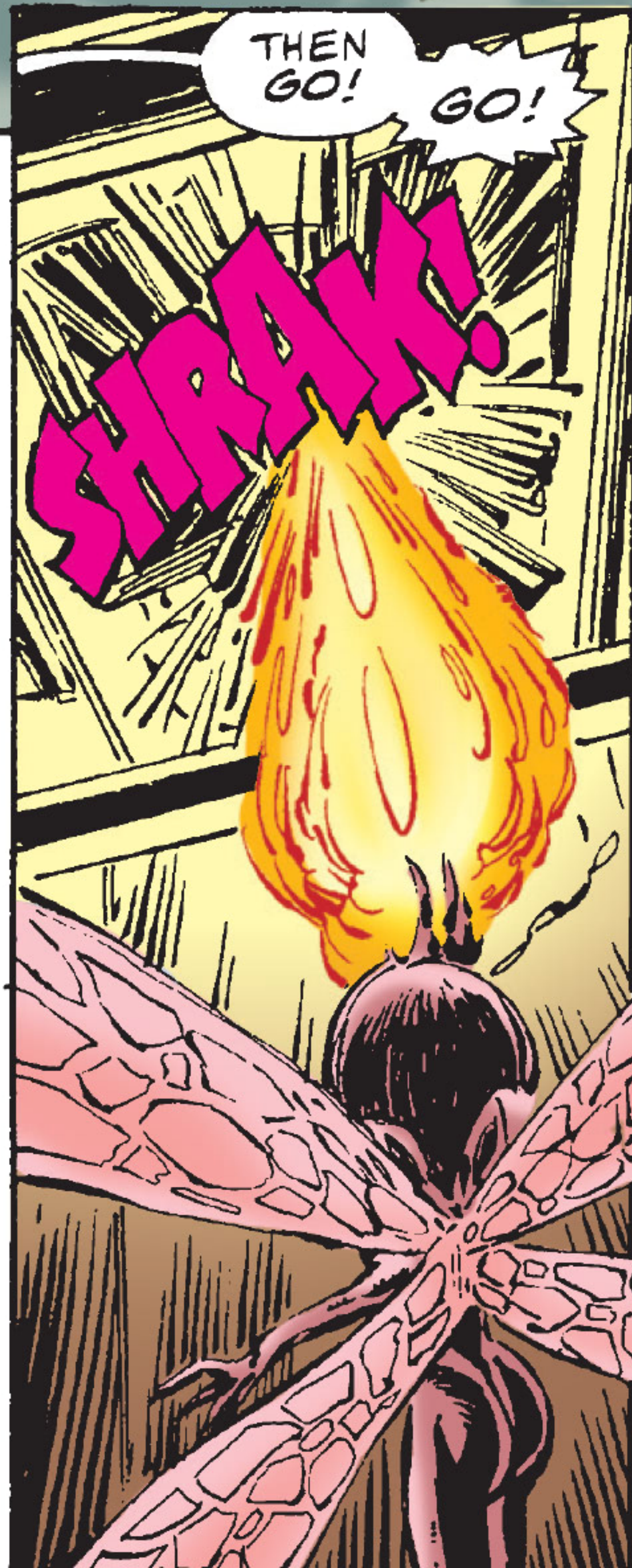
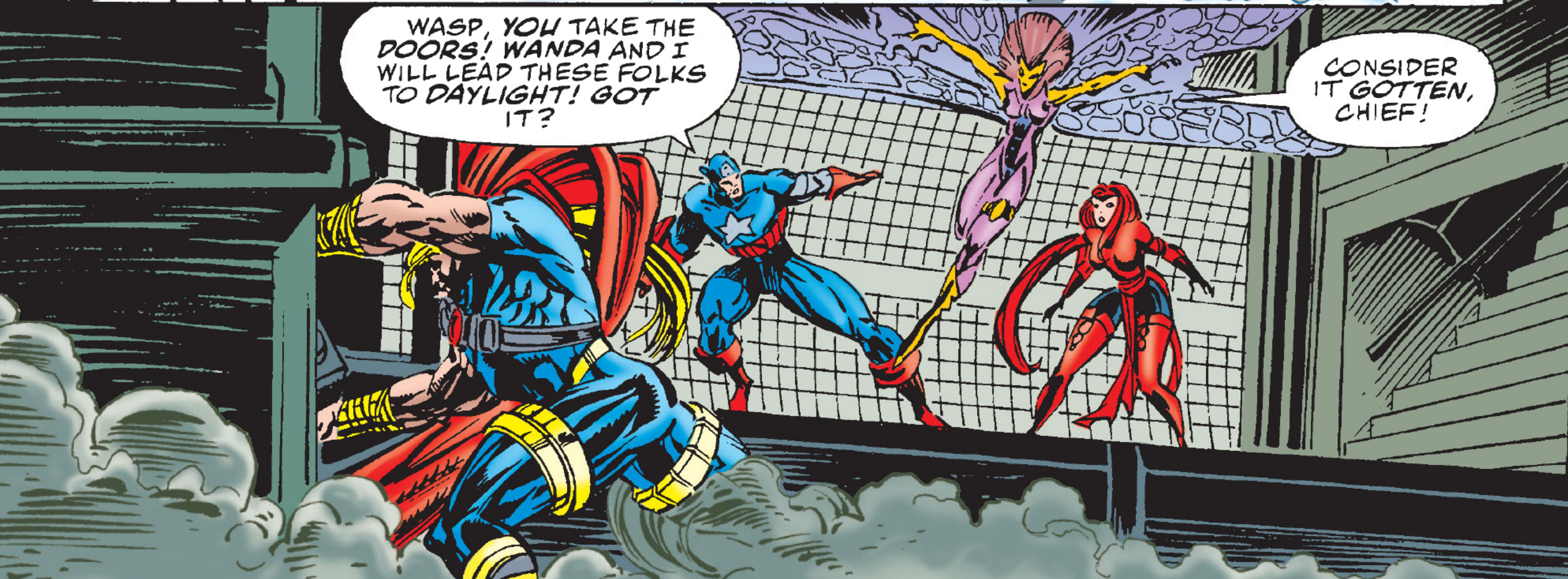
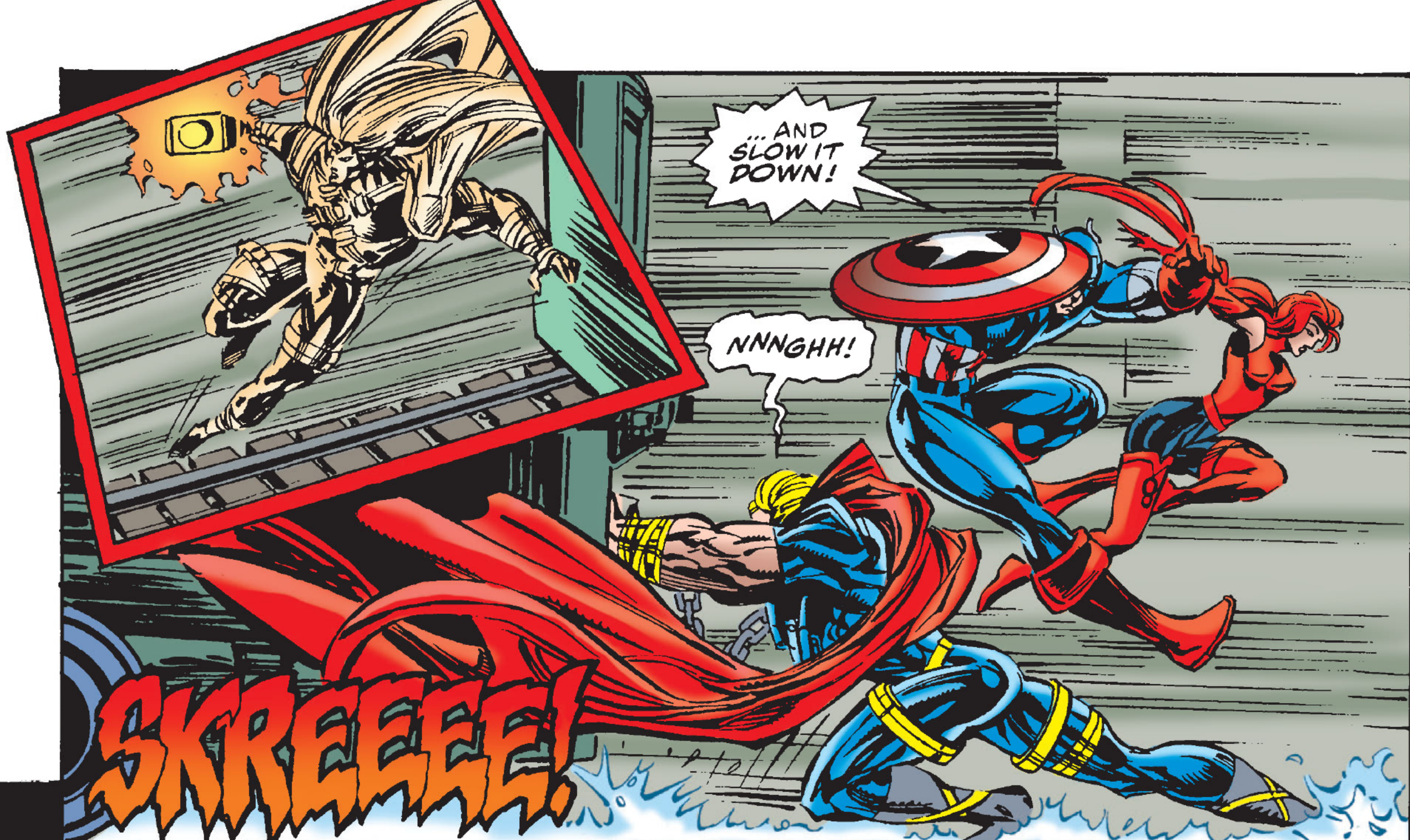
WANDA--
UP HERE
WITH ME!

THOR--
FIND THE
THIRD
RAIL--



TERRIFIC!
THAT GOT IT
MOVING!

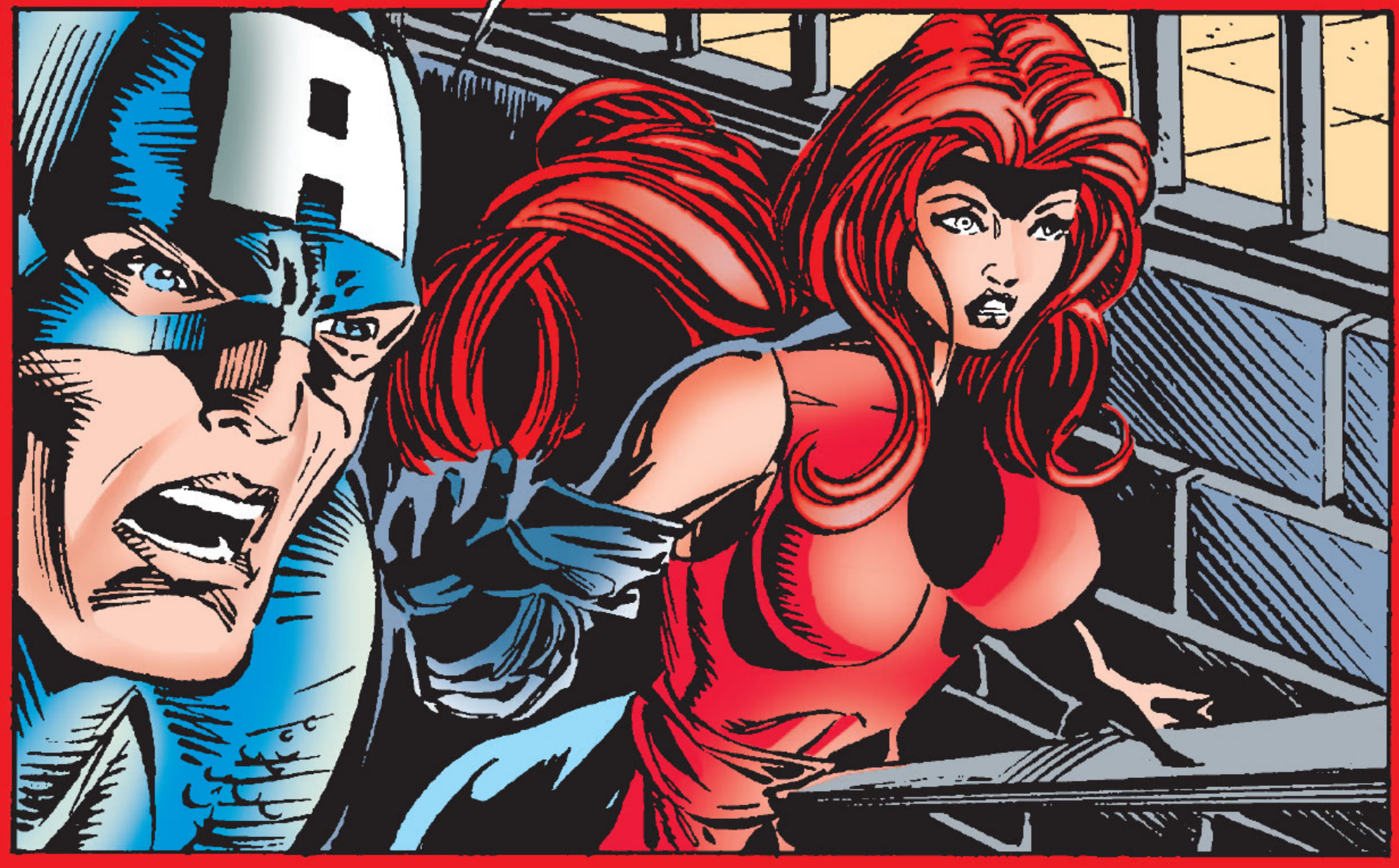
NOW... ON MY
MARK... PUT A
LITTLE NORSE GOD
MUSCLE INTO
IT...



STAN LEE presents THE AVENGERS in

END OF THE LINE

--ALL RIGHT--?



GOOD LORD... IT'S BEDLAM UP HERE!

AND WE'RE SUPPOSED TO HOLD THIS CITY TOGETHER?

OUR JOB HAS JUST BEGUN...

...THANKS TO ONSLAUGHT.

THOR SPITS THE NAME.

MARK WAID story
MIKE DEODATO breakdowns
TOM PALMER finishes
JOHN KALISZ colors
BILL OAKLEY letters
MARK GRUENWALD editor
BOB HARRAS editor in chief

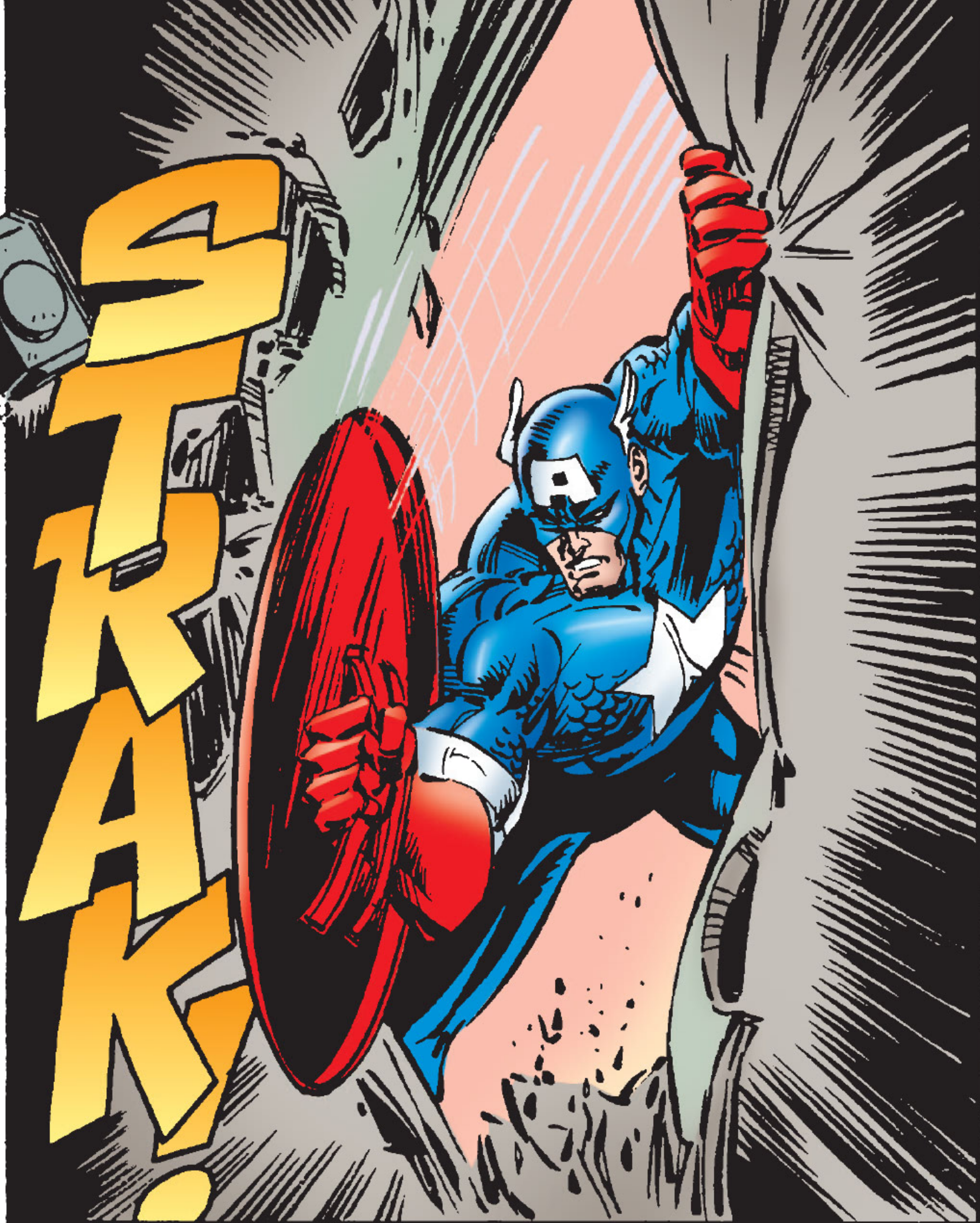


THIS MORNING, ONSLAUGHT--
THE MOST POWERFUL MUTANT
FORCE EARTH HAS EVER SEEN--
MADE HIS FIRST STRIKE ON
NEW YORK--



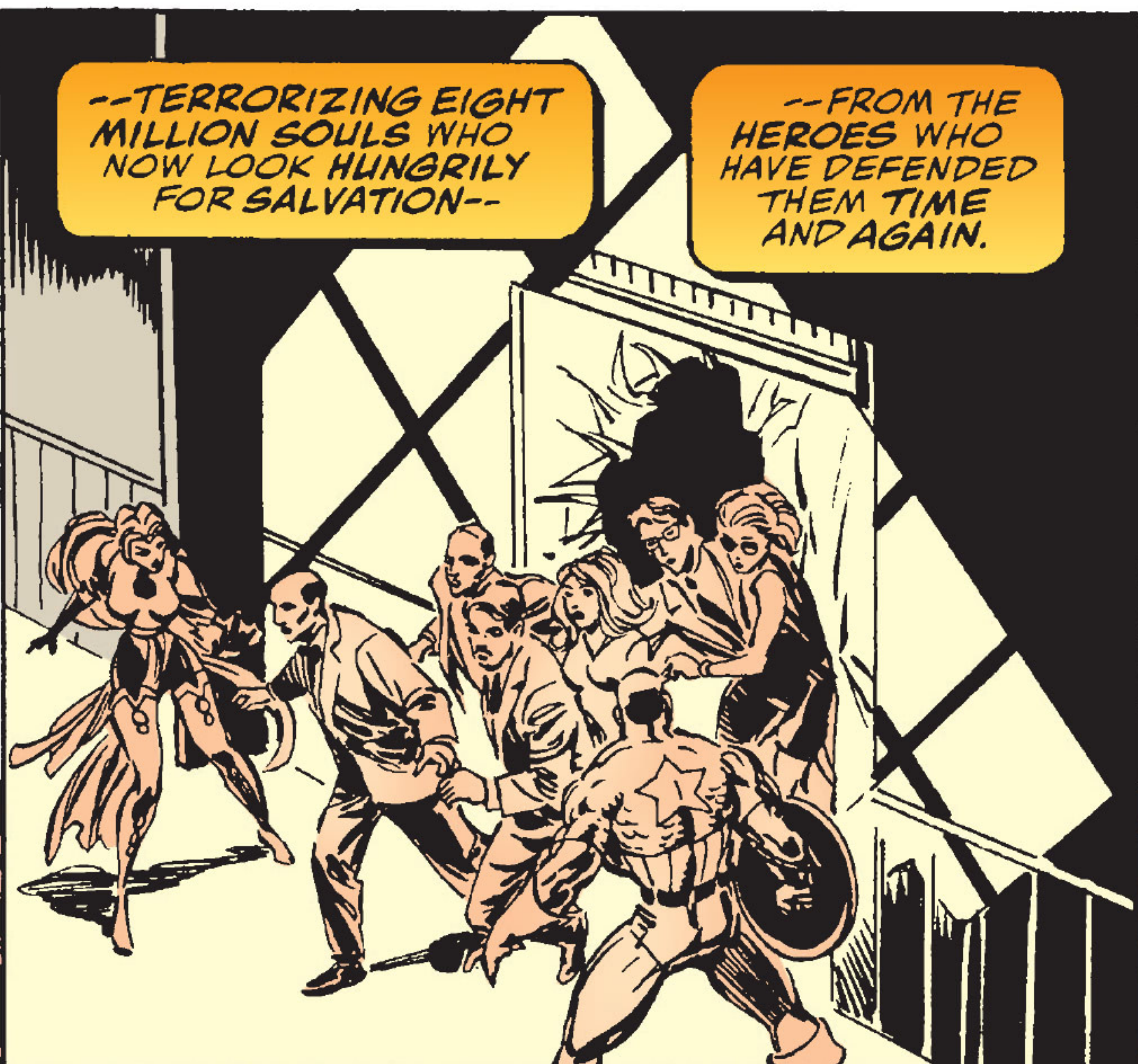
* X-MEN
#55.

--BROADCASTING AN
ELECTROMAGNETIC PULSE
THAT STOLE EVERY ERG
OF POWER IN THE NOW-
PARALYZED CITY-- *



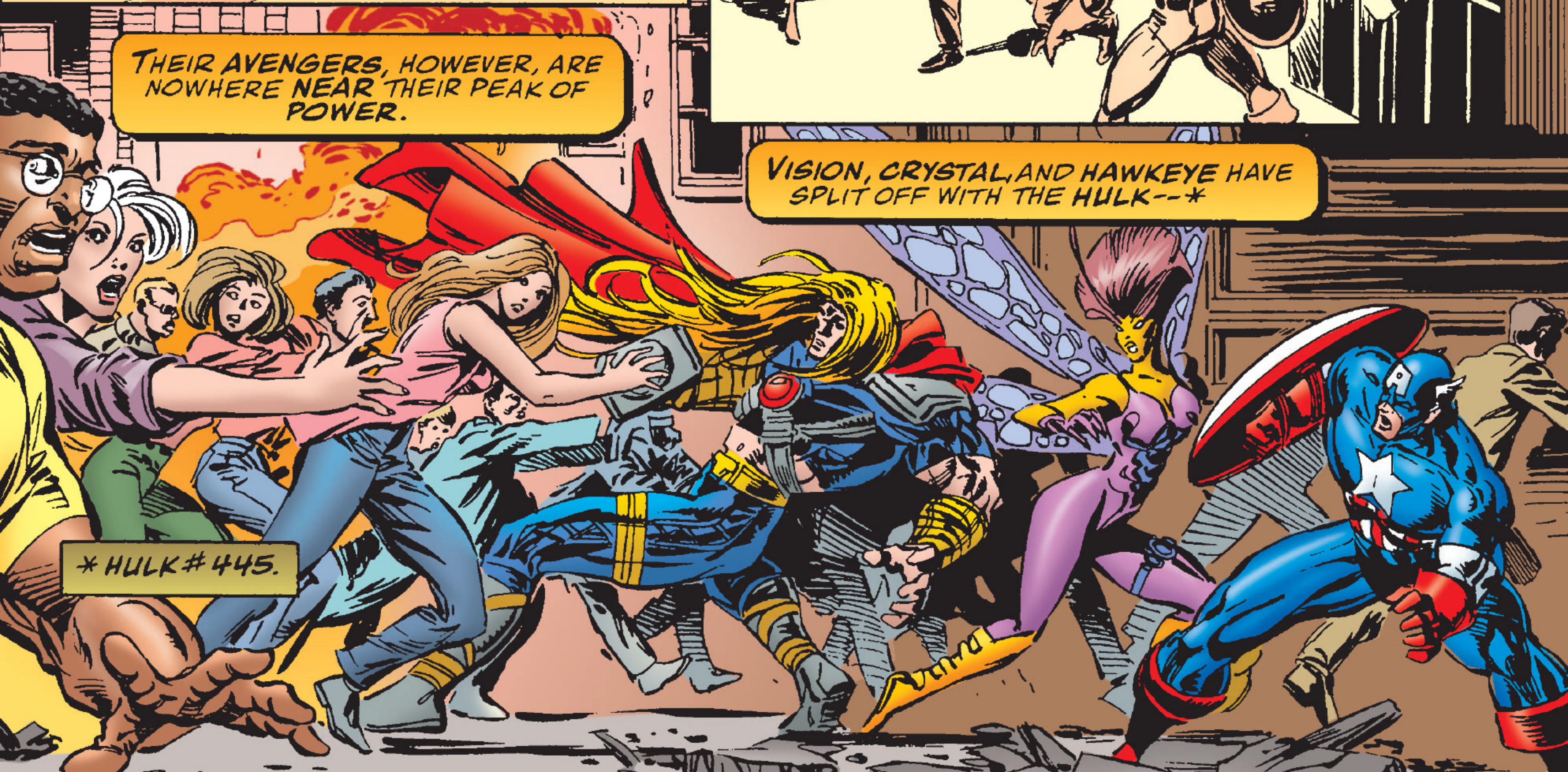
--TERRORIZING EIGHT
MILLION SOULS WHO
NOW LOOK HUNGRILY
FOR SALVATION--

--FROM THE
HEROES WHO
HAVE DEFENDED
THEM TIME
AND AGAIN.

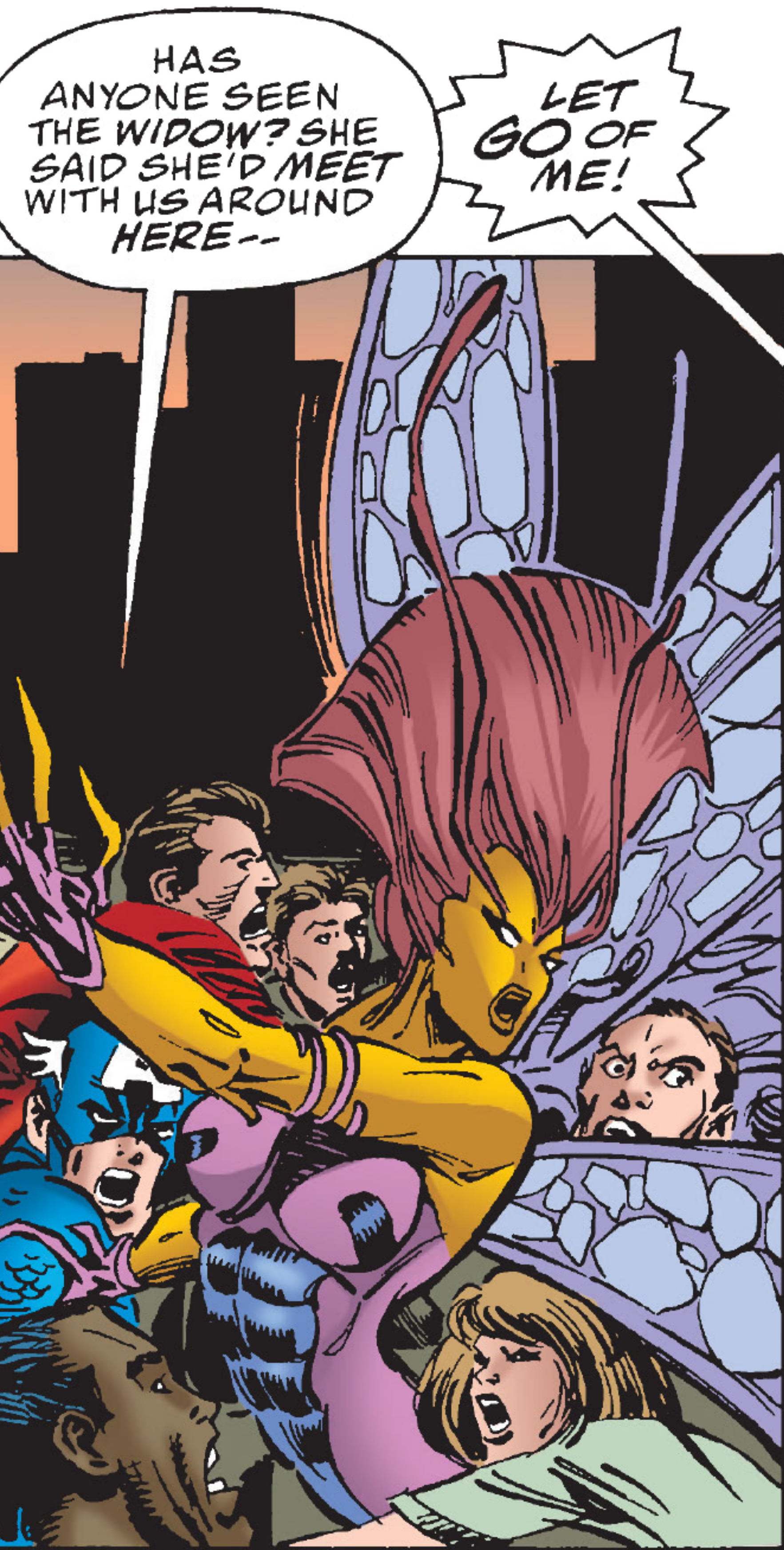
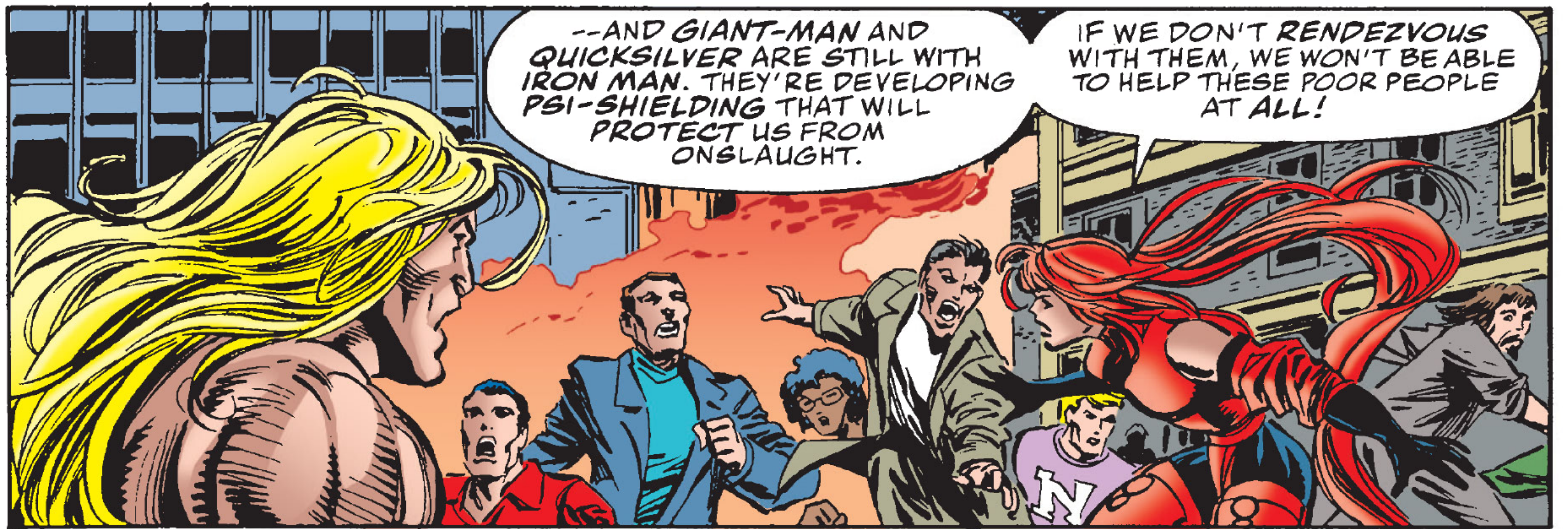


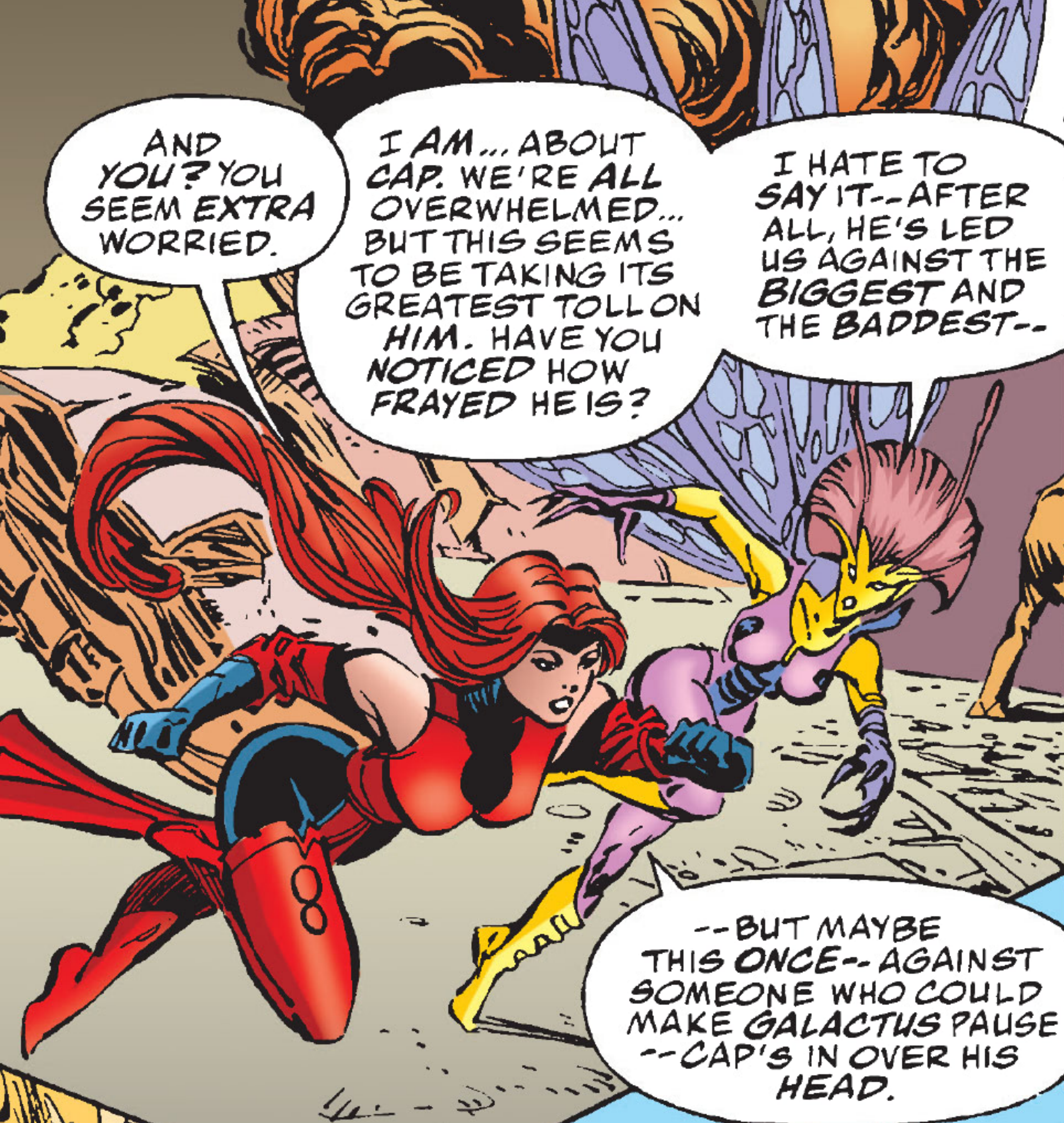
THEIR AVENGERS, HOWEVER, ARE
NOWHERE NEAR THEIR PEAK OF
POWER.

VISION, CRYSTAL, AND HAWKEYE HAVE
SPLIT OFF WITH THE HULK-- *



* HULK #445.





AND YOU? YOU SEEM EXTRA WORRIED.

I AM... ABOUT CAP. WE'RE ALL OVERWHELMED... BUT THIS SEEMS TO BE TAKING ITS GREATEST TOLL ON HIM. HAVE YOU NOTICED HOW FRAYED HE IS?

I HATE TO SAY IT-- AFTER ALL, HE'S LED US AGAINST THE BIGGEST AND THE BADDEST--

--BUT MAYBE THIS ONCE-- AGAINST SOMEONE WHO COULD MAKE GALACTUS PAUSE --CAP'S IN OVER HIS HEAD.



THE PEOPLE OF NEW YORK ARE AT THEIR LOWEST EBB. I DON'T KNOW... MAYBE THERE'S ONLY SO MUCH HOPE CAP CAN INSPIRE IN THEM BEFORE THEIR HOPELESSNESS DROWNS EVEN HIM. AND THEN...

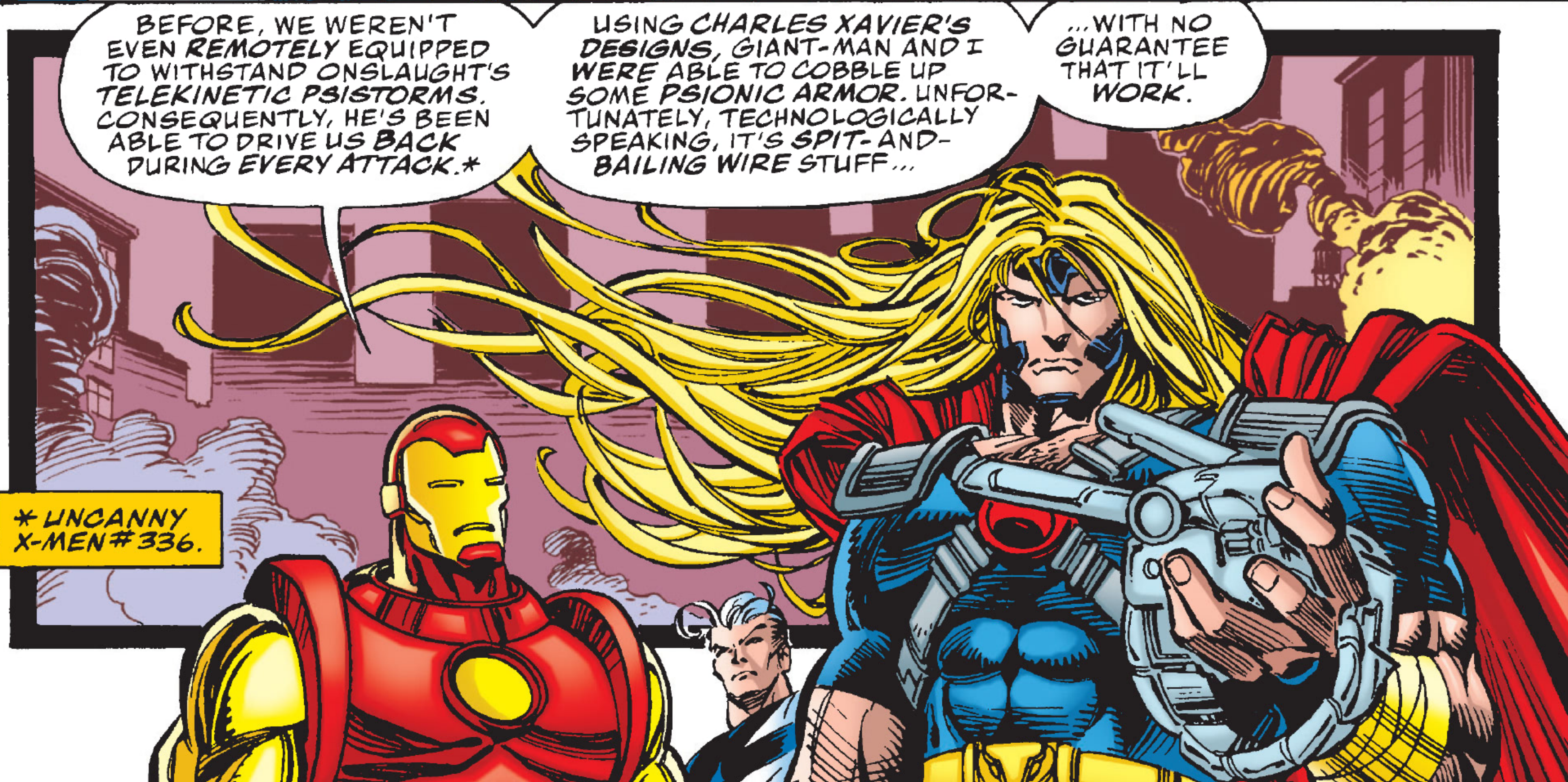
...WHERE ARE WE?



THERE YOU ARE-- AND RIGHT ON TIME!

TELL ME YOU HAVE SOME GOOD NEWS. WE COULD USE IT.

WE MIGHT HAVE CRACKED THE DEFENSE PROBLEM. BEST WE CAN OFFER.

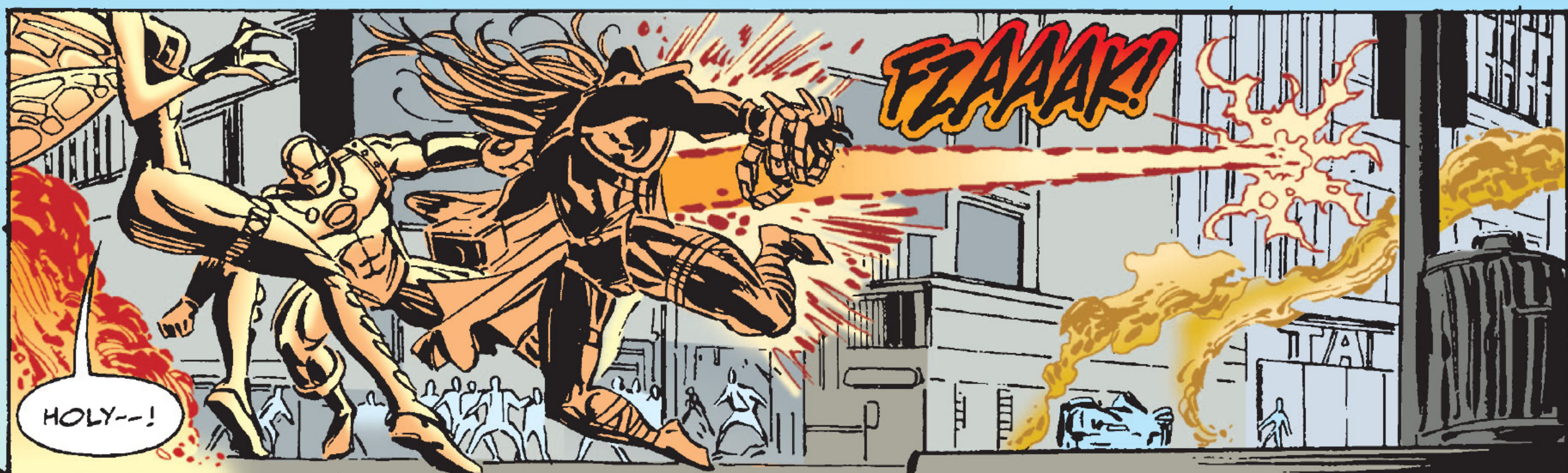


BEFORE, WE WEREN'T EVEN REMOTELY EQUIPPED TO WITHSTAND ONSLAUGHT'S TELEKINETIC PSISTORMS. CONSEQUENTLY, HE'S BEEN ABLE TO DRIVE US BACK DURING EVERY ATTACK.*

USING CHARLES XAVIER'S DESIGNS, GIANT-MAN AND I WERE ABLE TO COBBLE UP SOME PSIONIC ARMOR. UNFORTUNATELY, TECHNOLOGICALLY SPEAKING, IT'S SPIT-AND-BAILING WIRE STUFF...

...WITH NO GUARANTEE THAT IT'LL WORK.

* UNCANNY X-MEN #336.



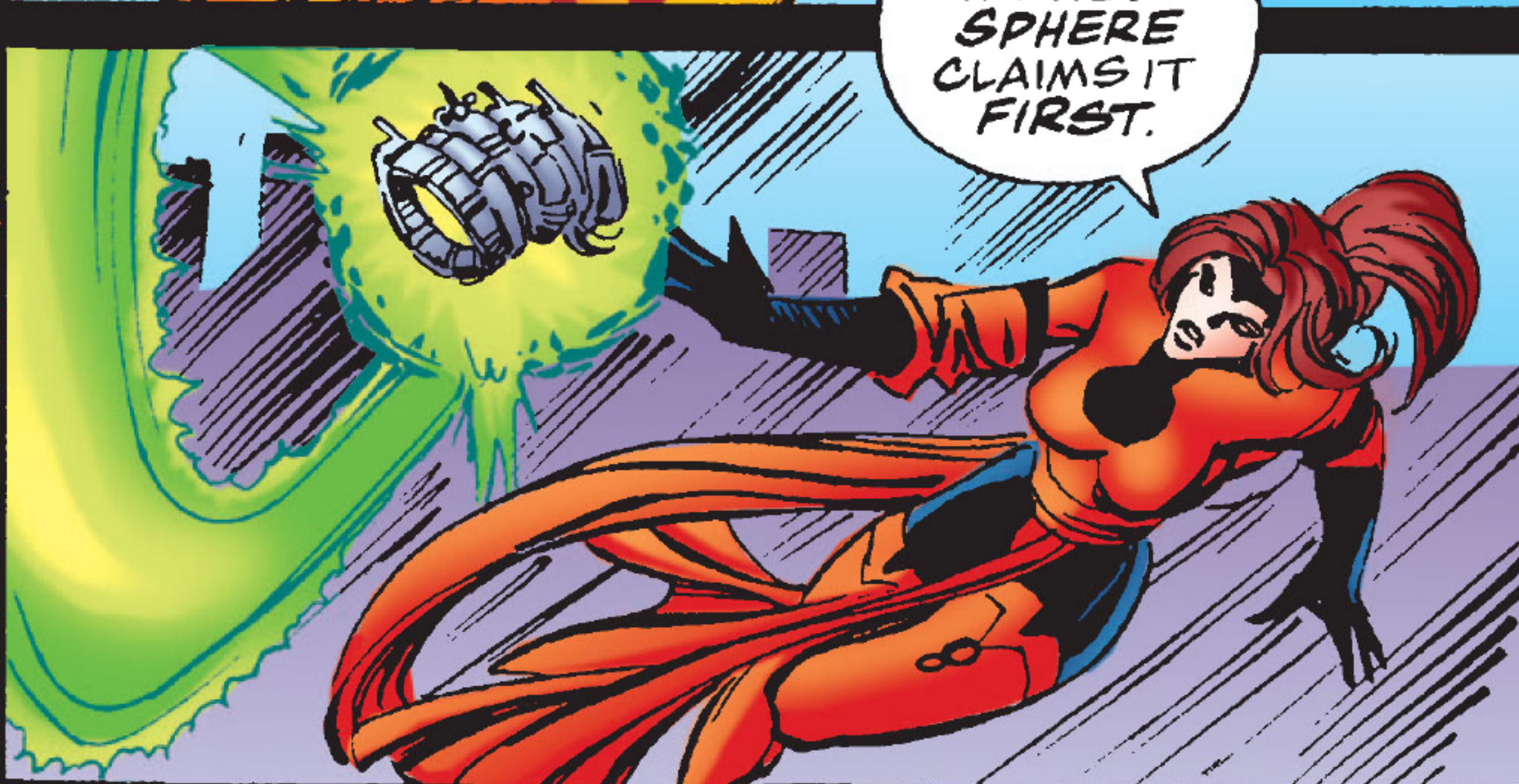




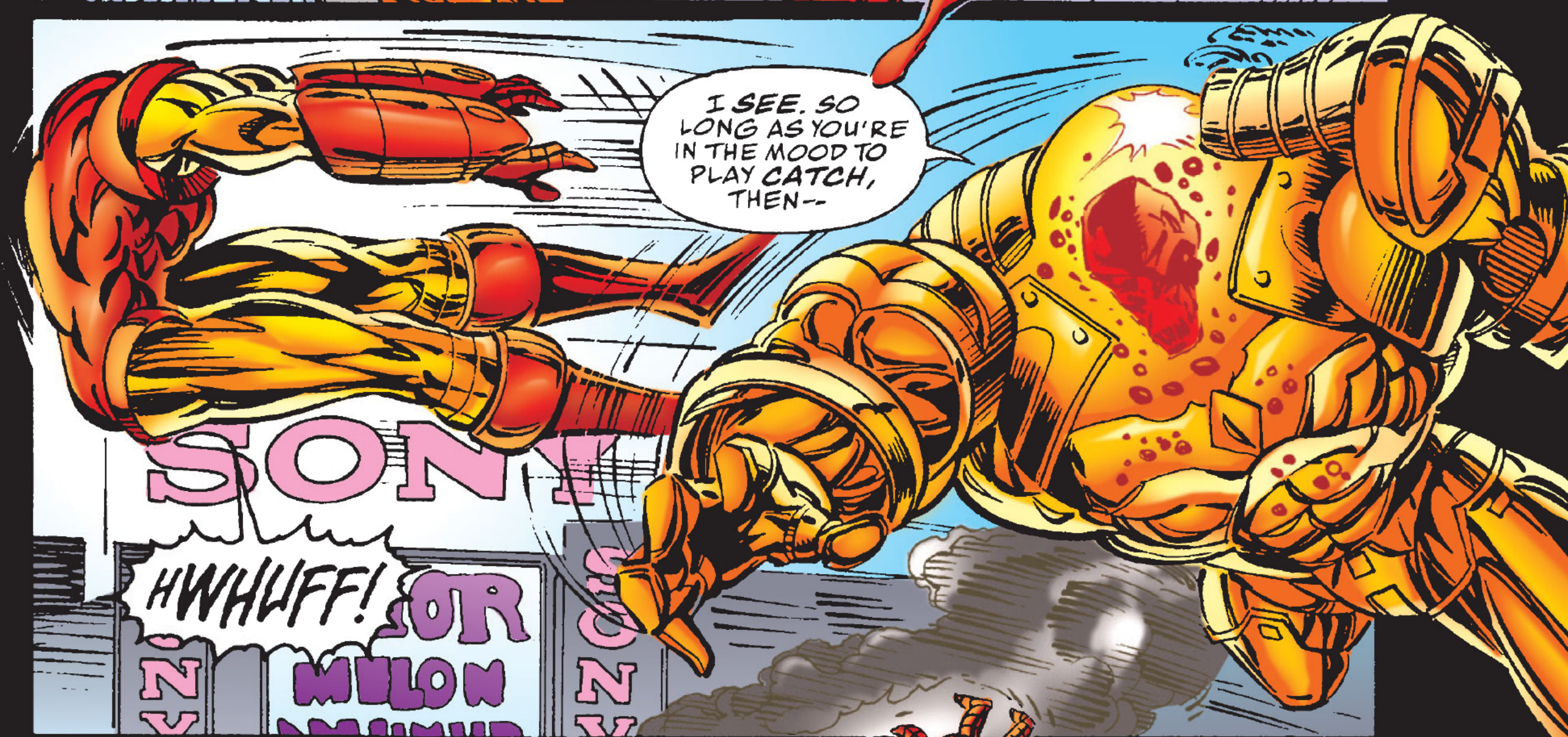
THE
BATTLE IS
WON, POST!
WE CLAIM
OUR--



--PRIZE--?

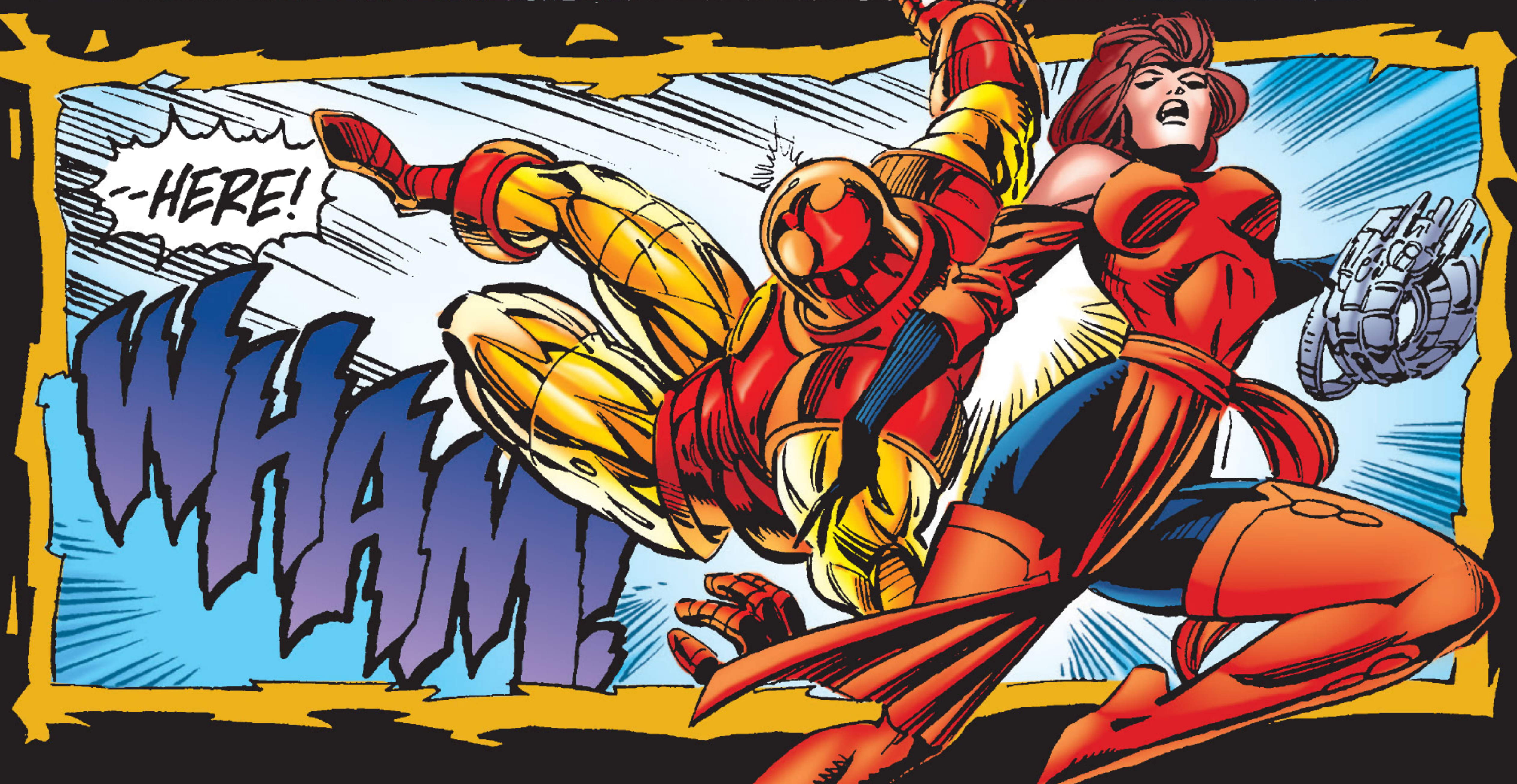


NOT IF
MY HEX
SPHERE
CLAIMS IT
FIRST.



I SEE. SO
LONG AS YOU'RE
IN THE MOOD TO
PLAY CATCH,
THEN--

HHWHUFF!
SONY
MILON



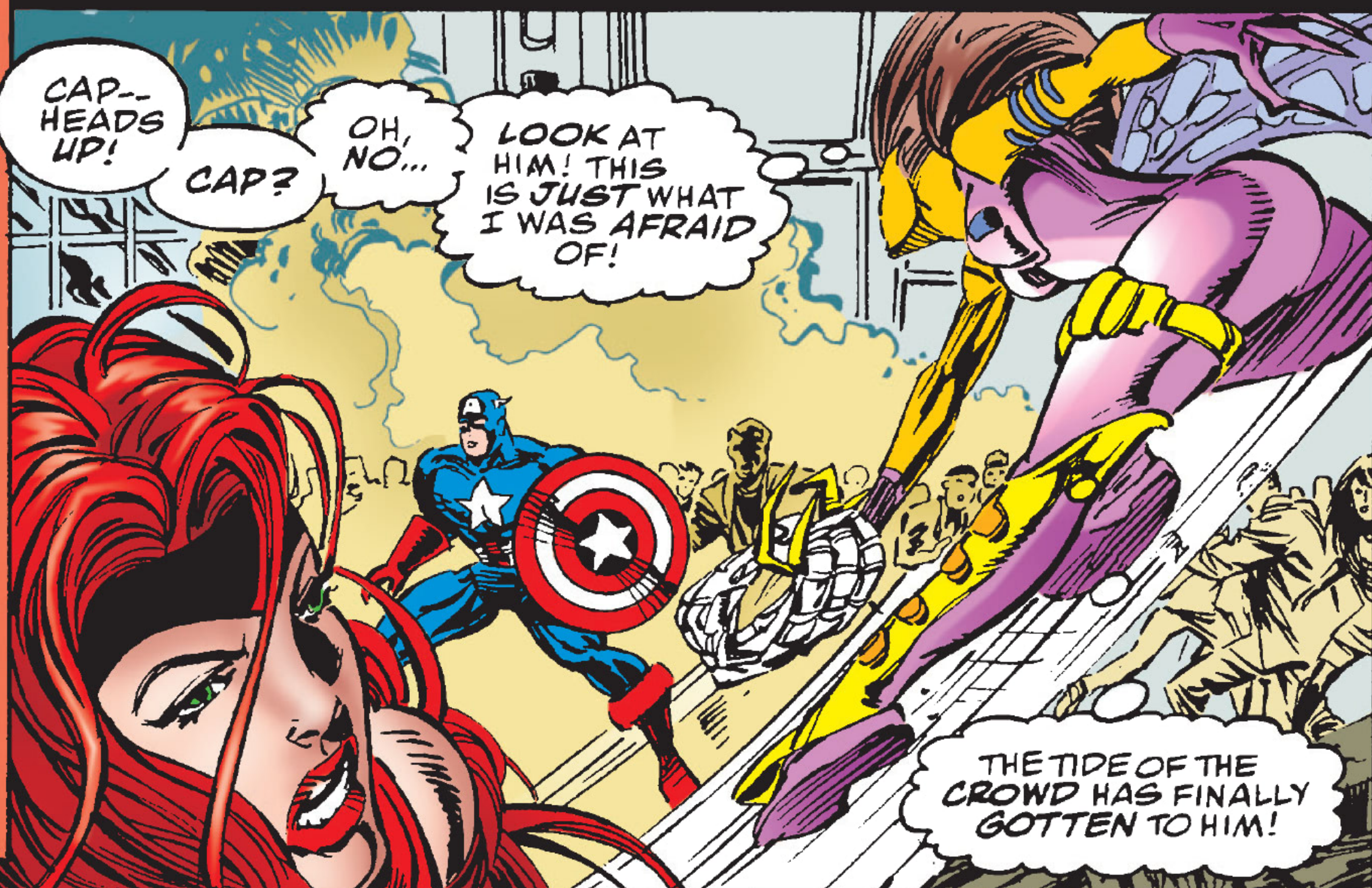
--HERE!

WHAM!



HOLOCAUST!
WATCH THE
WASP!

TAK!



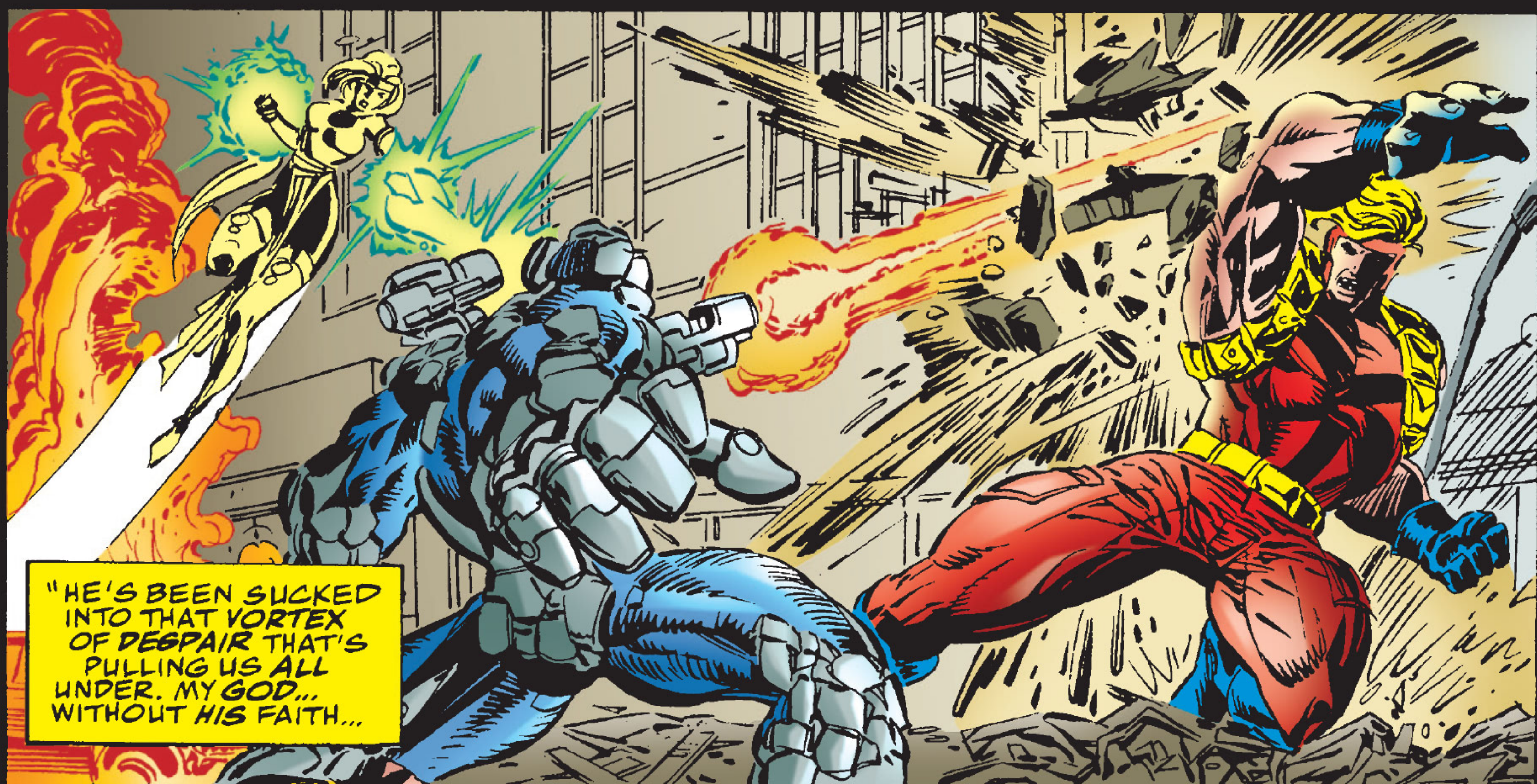
CAP--
HEADS
UP!

CAP?

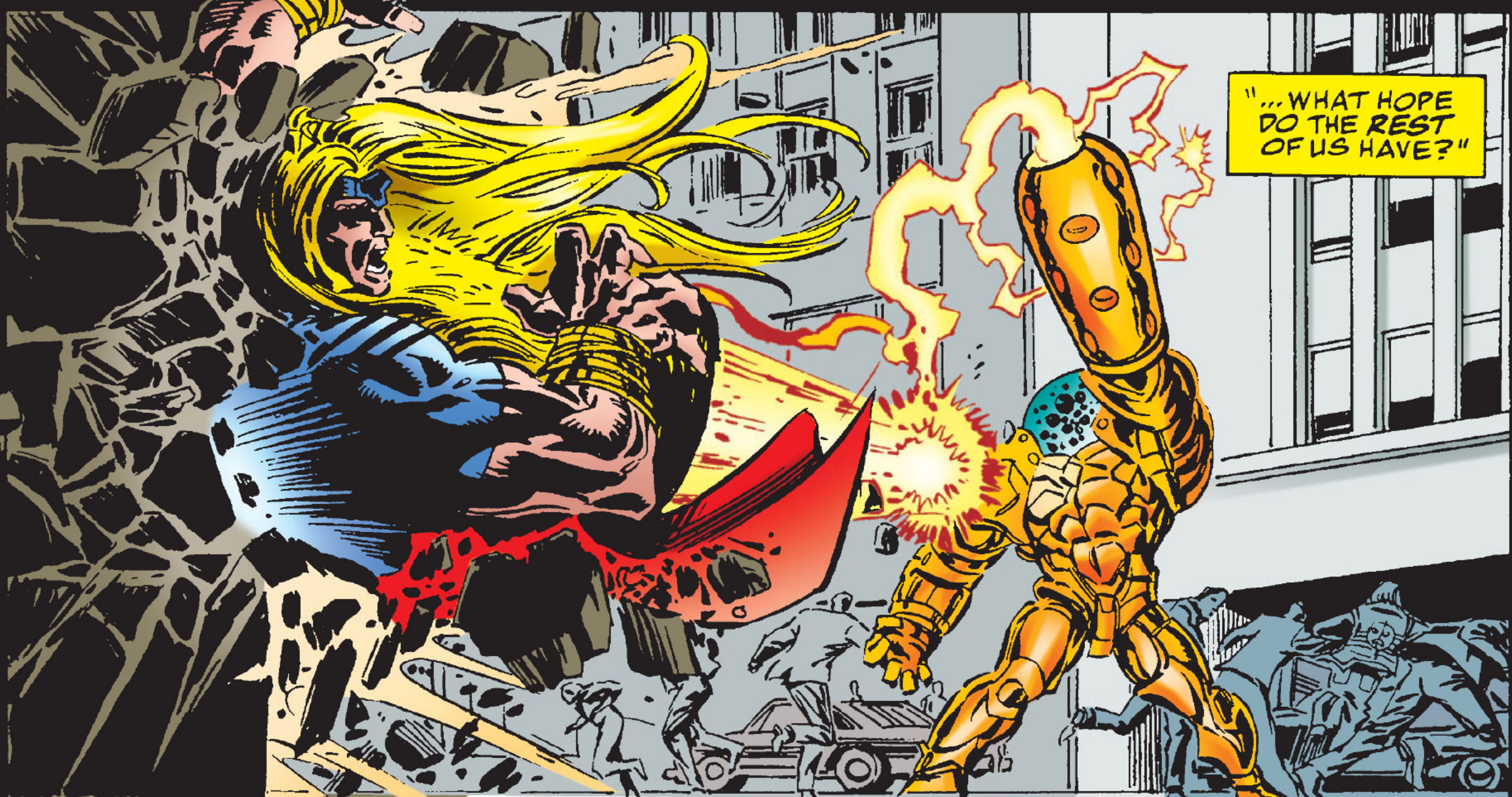
OH,
NO...

LOOK AT
HIM! THIS
IS JUST WHAT
I WAS AFRAID
OF!

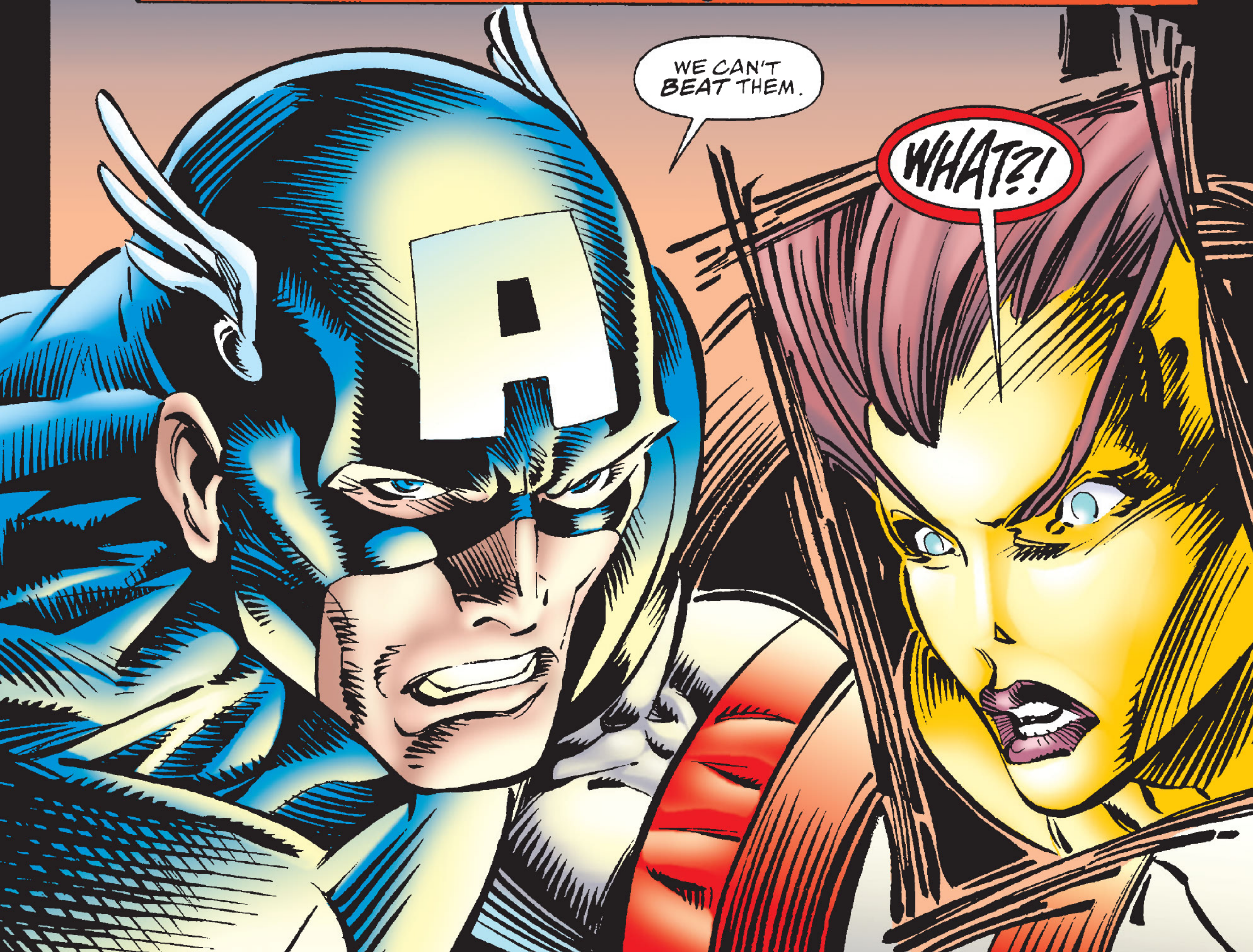
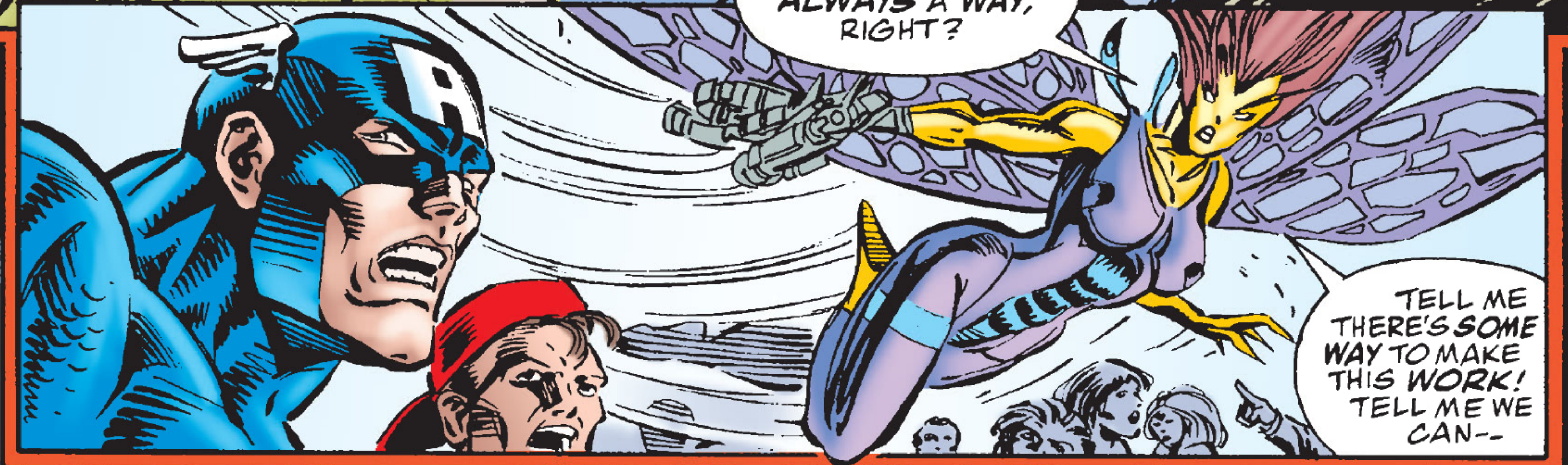
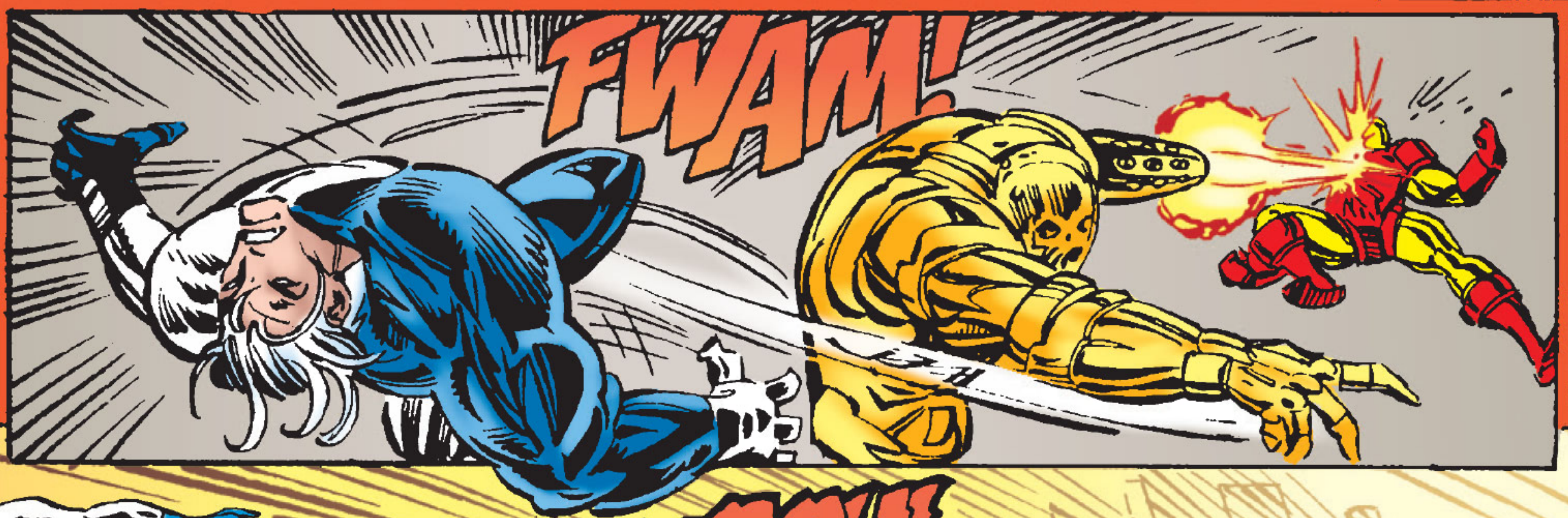
THE TIDE OF THE
CROWD HAS FINALLY
GOTTEN TO HIM!

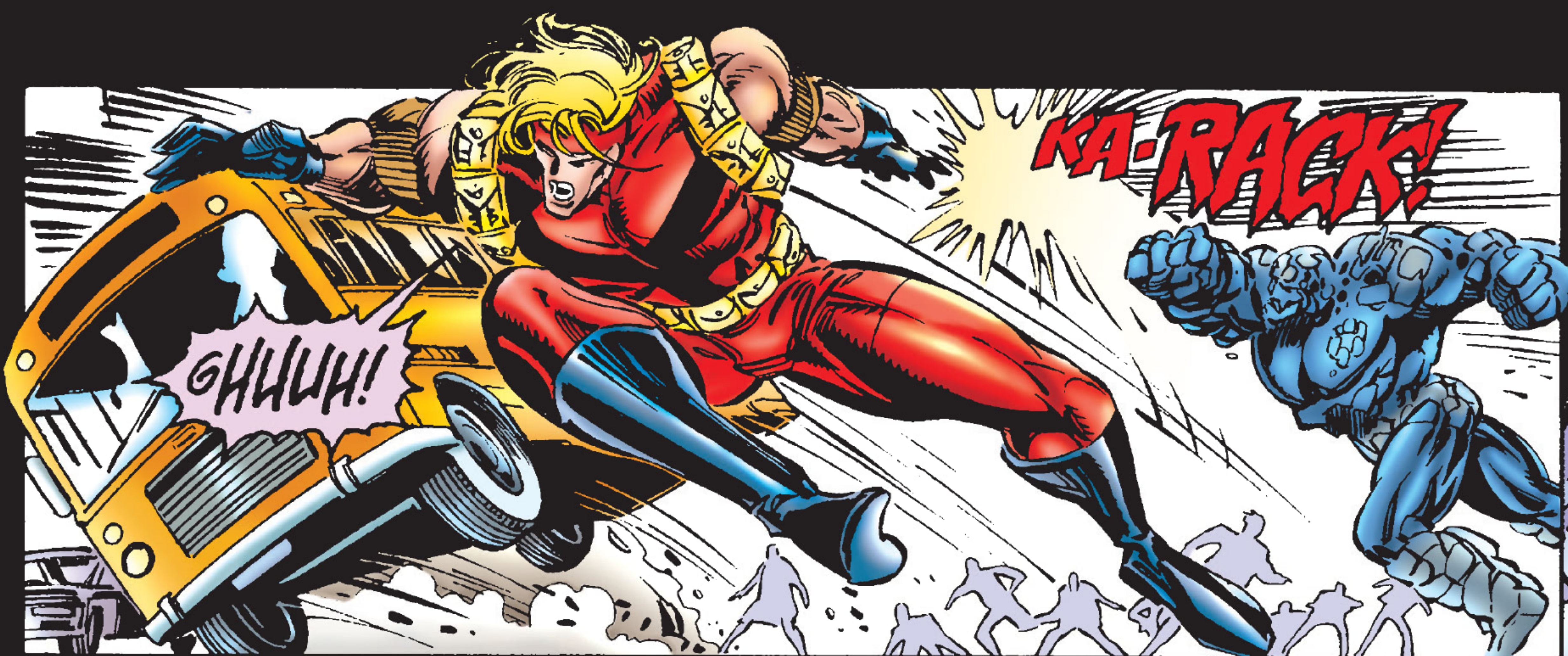


"HE'S BEEN SUCKED
INTO THAT VORTEX
OF DESPAIR THAT'S
PULLING US ALL
UNDER. MY GOD...
WITHOUT HIS FAITH..."



"...WHAT HOPE
DO THE REST
OF US HAVE?"





SO... SO
THAT'S IT?
WE JUST
ROLL OVER?
THIS IS HOW
IT ALL
ENDS?



...

WHAT?

I SAID,
THIS IS HOW IT
ALL--?

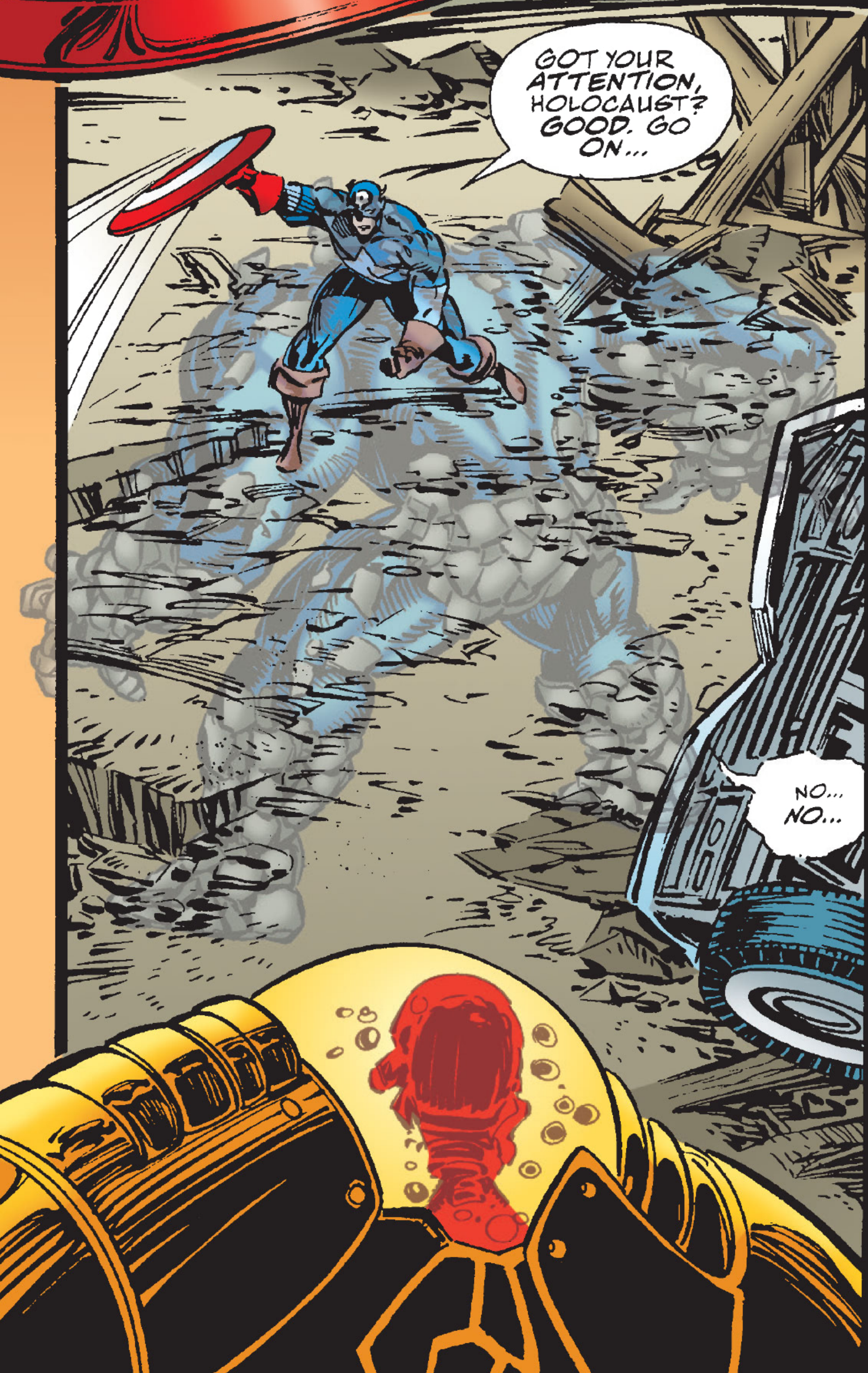
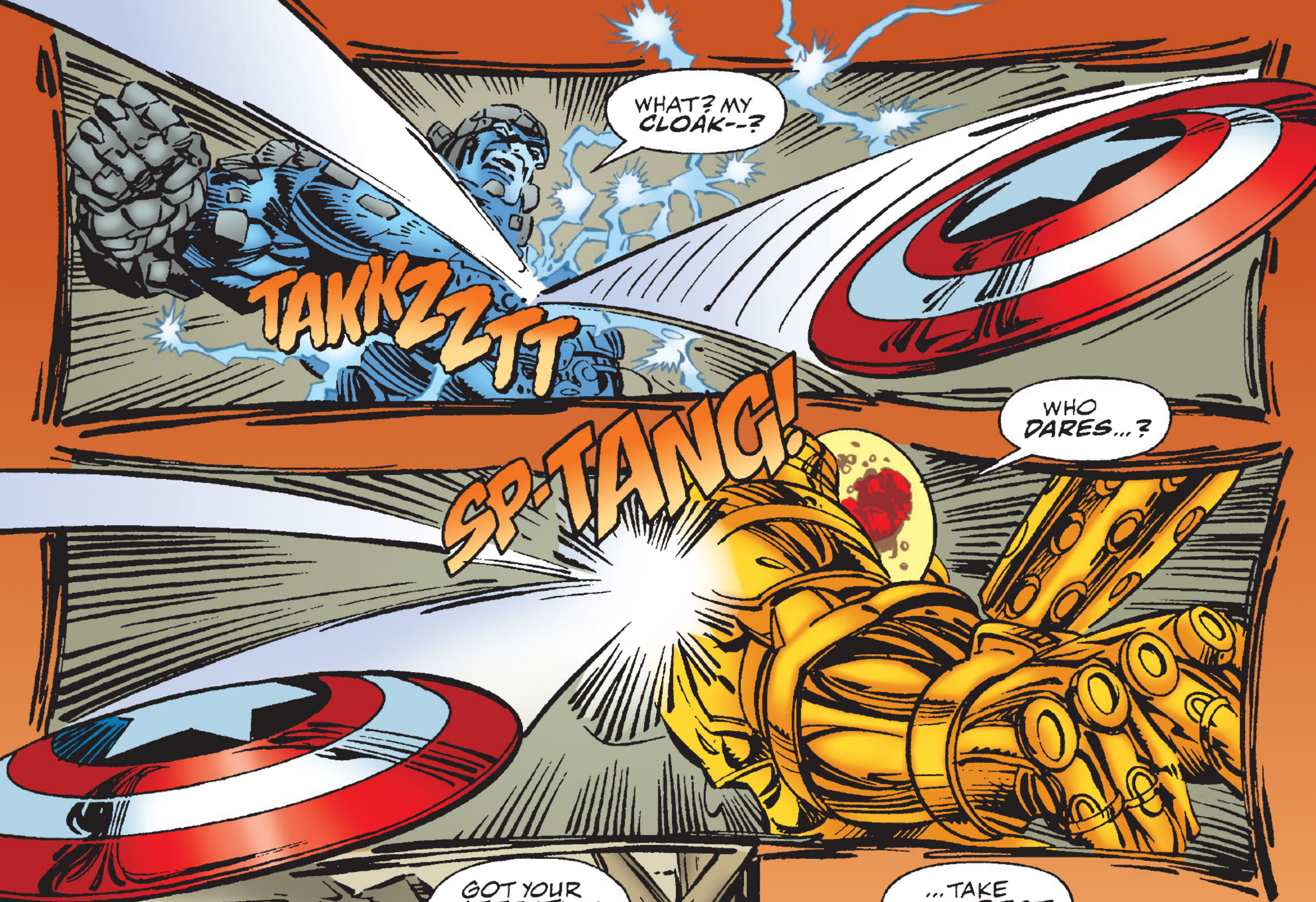


--CAP?
CAP?

DON'T
INTERRUPT
ME.



I'M THINKING.





NNNOOOO

FA-
CHOOM!



WOW.

I... I DON'T UNDERSTAND! I THOUGHT YOU SAID WE COULDN'T BEAT THEM!

WHAT... WHAT HAVE I DONE...?



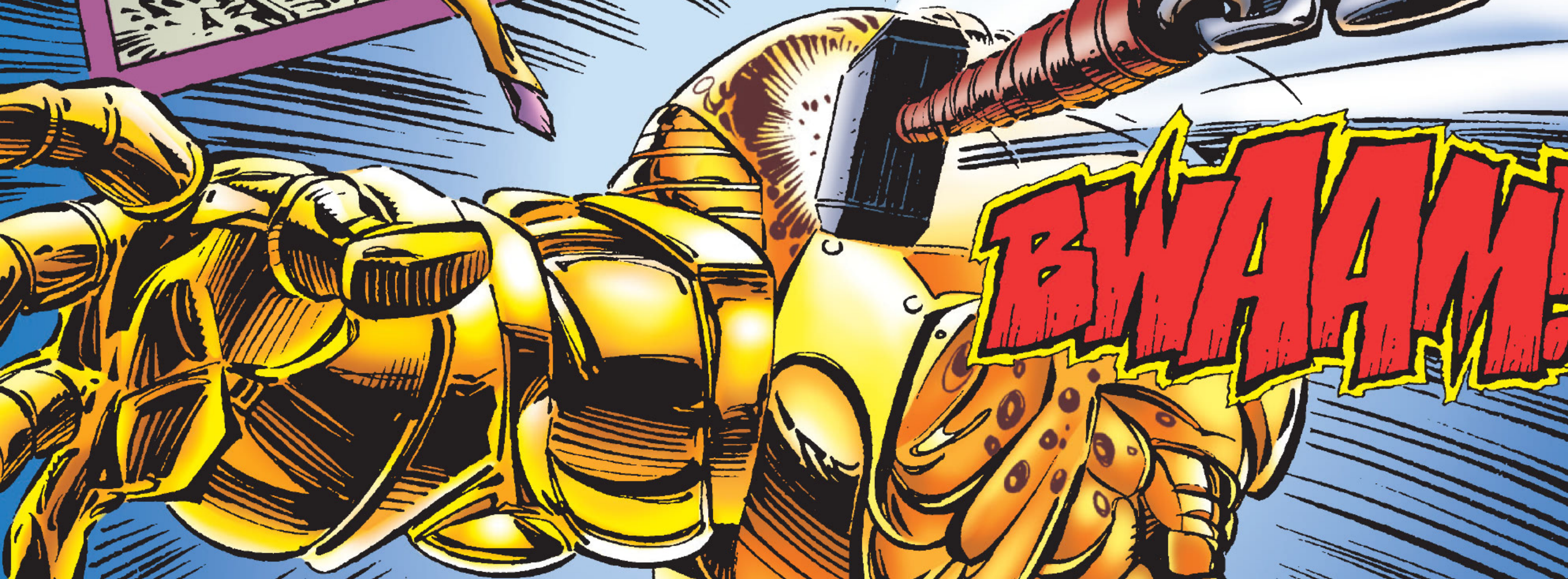
WE DIDN'T HAVE THE MANPOWER. WE HAD TO TRICK THEM INTO BEATING THEMSELVES.

WHAT DID YOU THINK I MEANT?

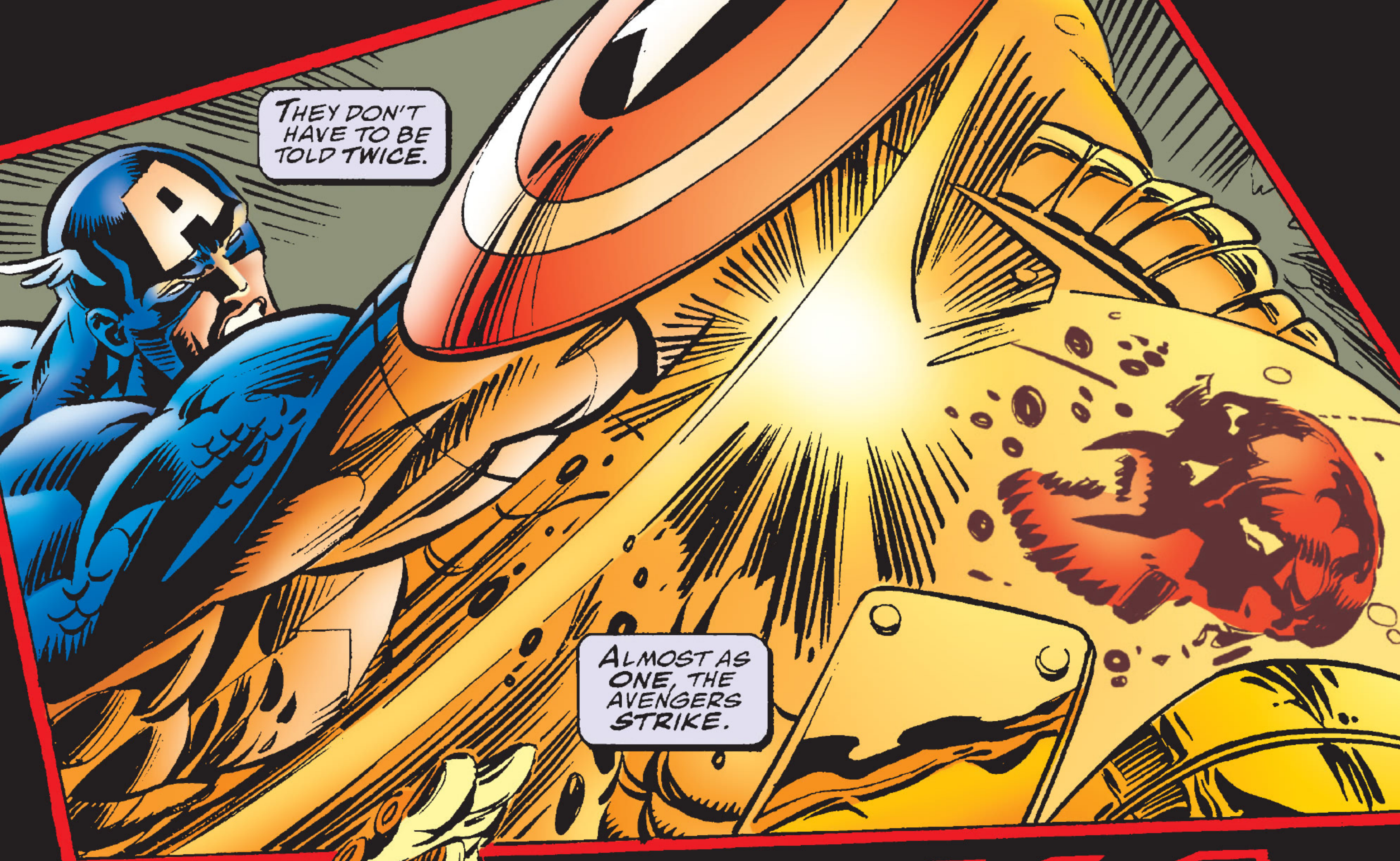
NOTHING, SIR...

THEN QUICKLY--WHILE HOLOCAUST IS DISTRACTED--

--HIT HIM HARD!

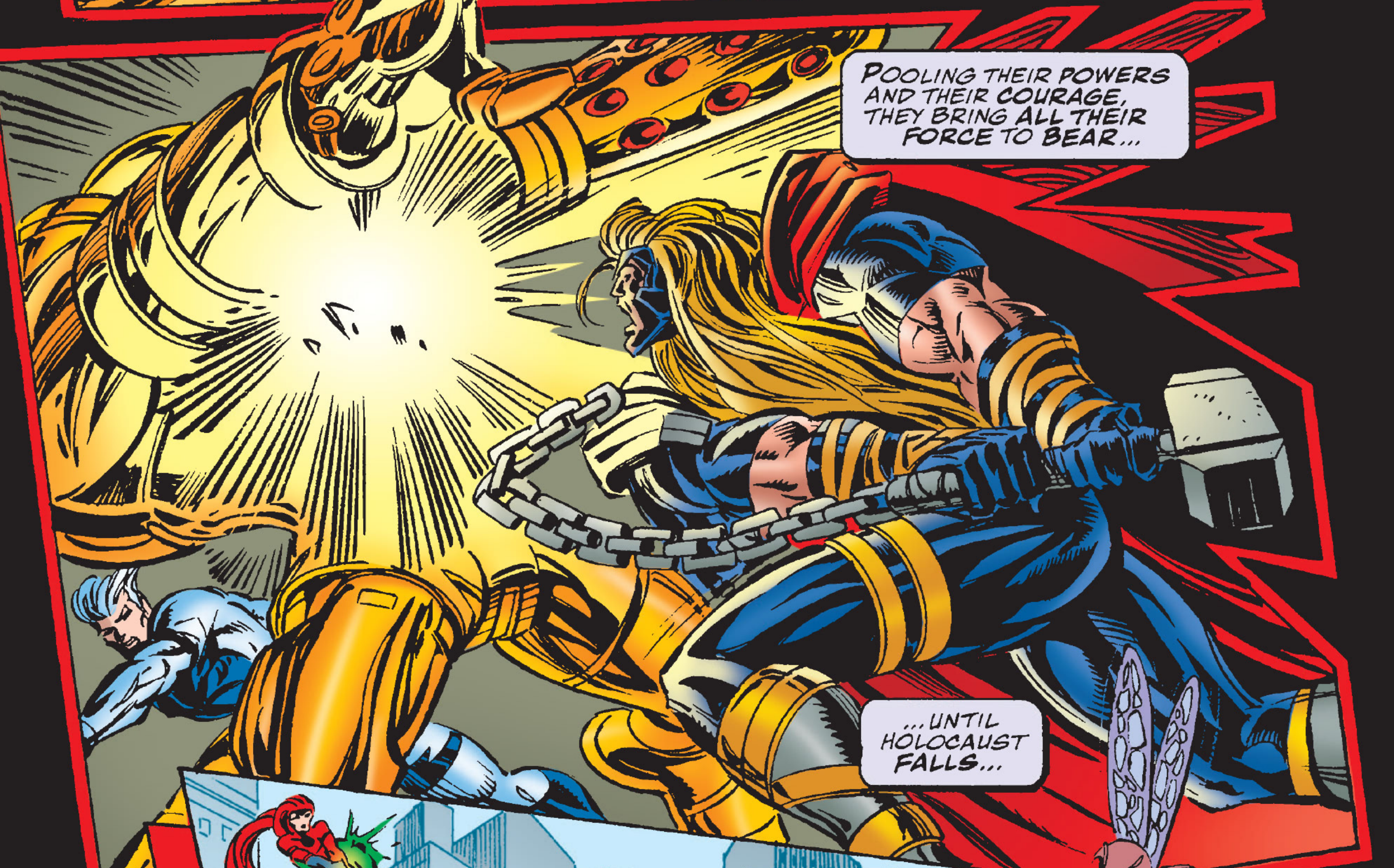


BWAAM!



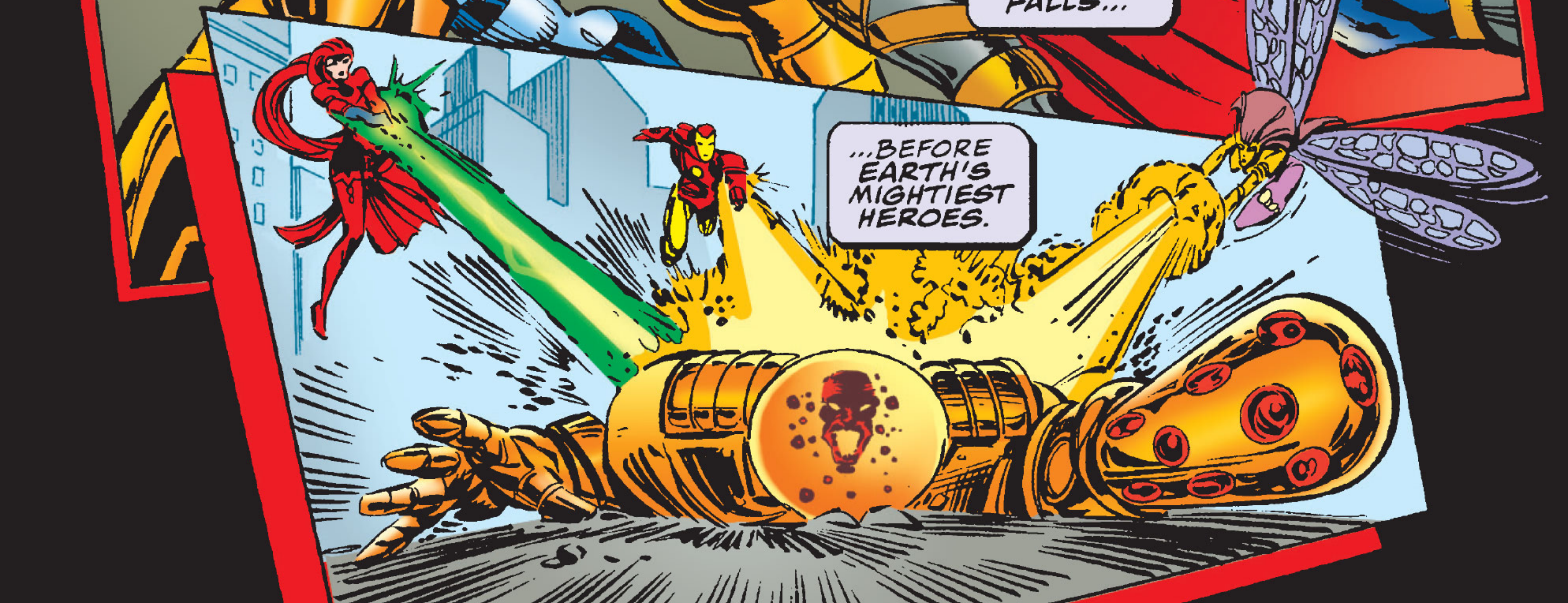
THEY DON'T
HAVE TO BE
TOLD TWICE.

ALMOST AS
ONE, THE
AVENGERS
STRIKE.



POOLING THEIR POWERS
AND THEIR COURAGE,
THEY BRING ALL THEIR
FORCE TO BEAR...

...UNTIL
HOLOCAUST
FALLS...



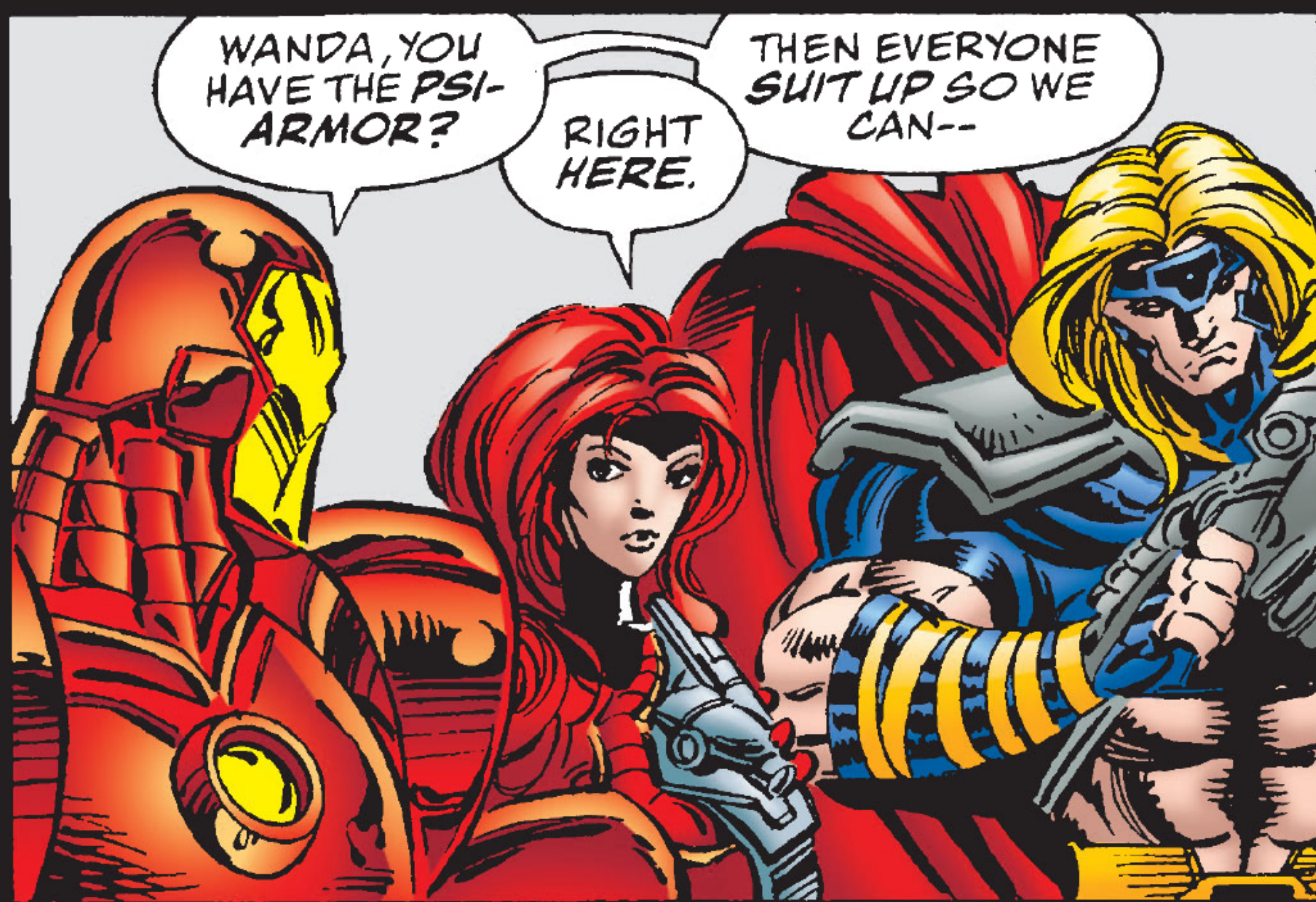
...BEFORE
EARTH'S
MIGHTIEST
HEROES.



AND THE
CROWD

GOES

WILD.



WANDA, YOU HAVE THE PSI-ARMOR?

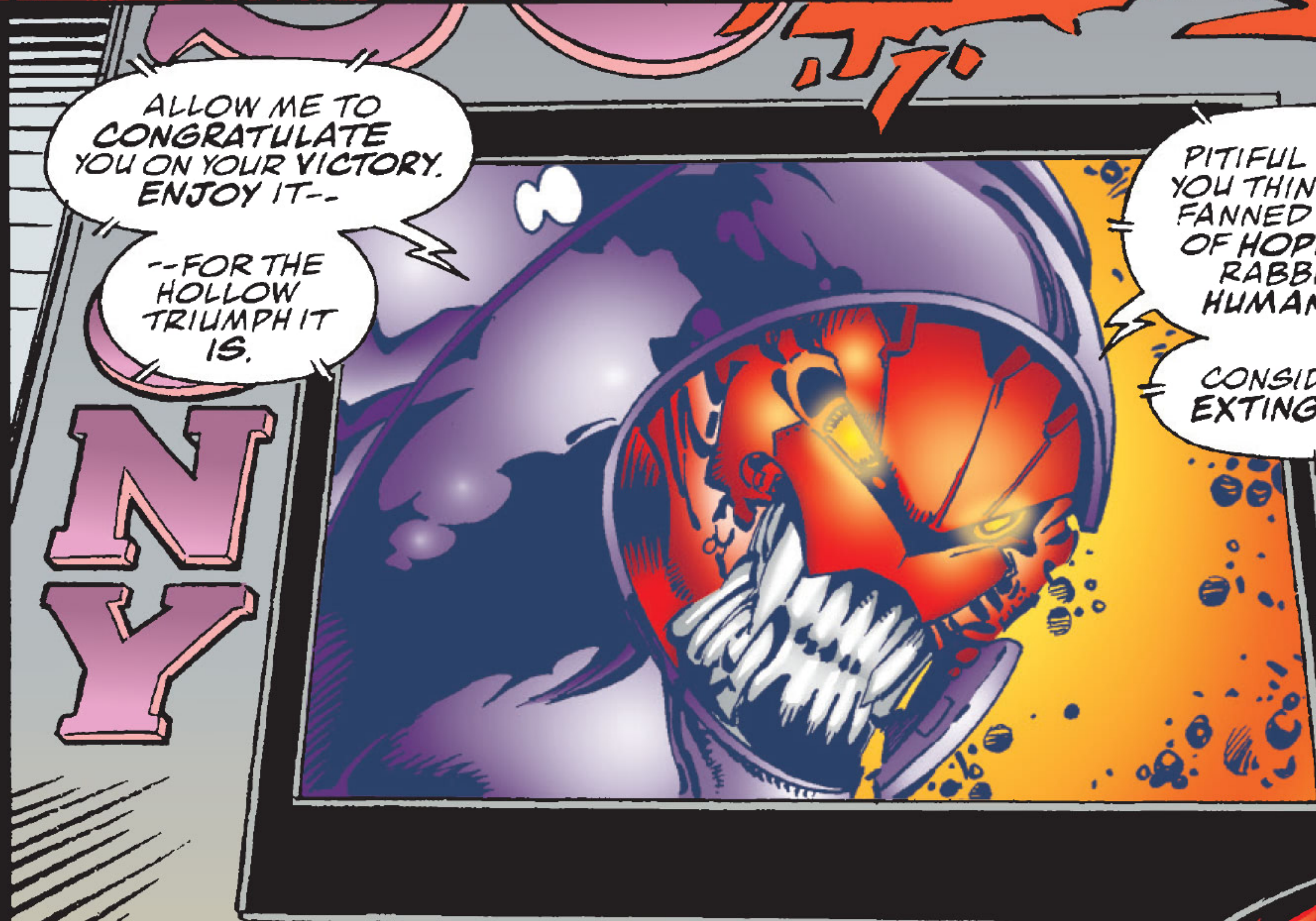
RIGHT HERE.

THEN EVERYONE SUIT UP SO WE CAN--



--CAN WHAT, IRON MAN? ATTACK?

ONSLAUGHT--?



ALLOW ME TO CONGRATULATE YOU ON YOUR VICTORY. ENJOY IT--

--FOR THE HOLLOW TRIUMPH IT IS.

PITIFUL FOOLS. YOU THINK YOU HAVE FANNED A SPARK OF HOPE IN THE RABBLE OF HUMANITY?

CONSIDER IT EXTINGUISHED.



THIS, HEROES,
IS YOUR FINAL
BATTLE--

KSSH KOOM!

YEAH? THEN
WE'VE GOT ONE
LAST THING TO
SAY TO YOU:

AVENGERS
ASSEMBLE!

TO BE
CONTINUED
IN X-MEN
#56--

--AND ONSLAUGHT:
MARVEL UNIVERSE!

MARVEL
COMICS



SEP. '96

11

APPROVED
BY THE
COMICS
CODE
AUTHORITY

AVENGERS

AVENGERS
IMPACT 2



**THE FALL
OF THE
SHIELD!
HELICARRIER!**

Tom Wyle / R. Jones 9/96



STAN LEE Presents:

MANHATTAN ONSLAUGHT

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Writer
TOM LYLE
Penciler
ROBERT JONES
Inker

RICHARD STARKINGS
(AND) COMICRAFT
Lettering
JOHN KALISZ
Colorist
AMERICAN COLOR
Digital Seps
JAYE GARDNER
Editor
BOB HARRAS
Chief

War Journal II,
Entry 22 --
Manhattan's held
captive. Everything
is in confusion.

I need a
bigger gun.



It's hard to know exactly what's going on but I'm recording the information I have in case I fall. Maybe somebody else can piece things together better and figure out what to do.

There's this being called ONSLAUGHT. No one seems to know too much about him except that he seems to be a mutant and that he has... plans.

Don't all the bad guys?

Word on the street -- I don't know how reliable it is -- says the mutant X-MEN are involved. Some say they're working with this Onslaught being and others say against.

Some say they went up against it and were trashed, while other reports have them dead.

I think I've seen the Fantastic Four and the Avengers charging in but I couldn't ascertain where and it's still a pretty big island.

At one point, these Sentinels showed up -- huge, anti-mutant robots, or so I thought. Are they working with Onslaught? In any case, since the electromagnetic pulse hit the island, all mechanical activity has been dampened.

We're stuck in the city. All the bridges and tunnels are out. I can see the S.H.I.E.L.D. helicARRIER. Must've entered the barricade after the pulse hit.

The Sentinels are just standing there, like statues, as they have for some time now. They act like they haven't noticed the carrier.

S.H.I.E.L.D.'s planning something. Whatever it is, I hope they play it smart.

I really wish I had a bigger gun.

G.W. Bridge is running S.H.I.E.L.D now. He's got the Contessa and Dum-Dum Dugan to advise and consent but -- I just hope he's up to it.

Makes me wish Nick Fury, the former S.H.I.E.L.D topic, was alive. Makes me really wish I hadn't killed him.

WHAT DO THE DRONES REPORT, TESSA?

WHAT WE SUSPECTED. AFTER THE EMP HIT MANHATTAN, NOTHING ELECTRICAL WORKS.

THE SENTINELS HAVEN'T REACTED TO OUR PRESENCE YET, G.W., BUT SOMETHING SMELLS...

TRY CHANGING YOUR BATTLESUIT MORE OFTEN, DUGAN.

PREPARE THE PARA-GLIDE TROOPERS FOR INSERTION.

THOSE FOLKS INSIDE ARE GOING TO NEED THEM TO RESTORE ORDER AND HELP WITH WHATEVER'S HAPPENING IN THE HEART OF THE CITY.

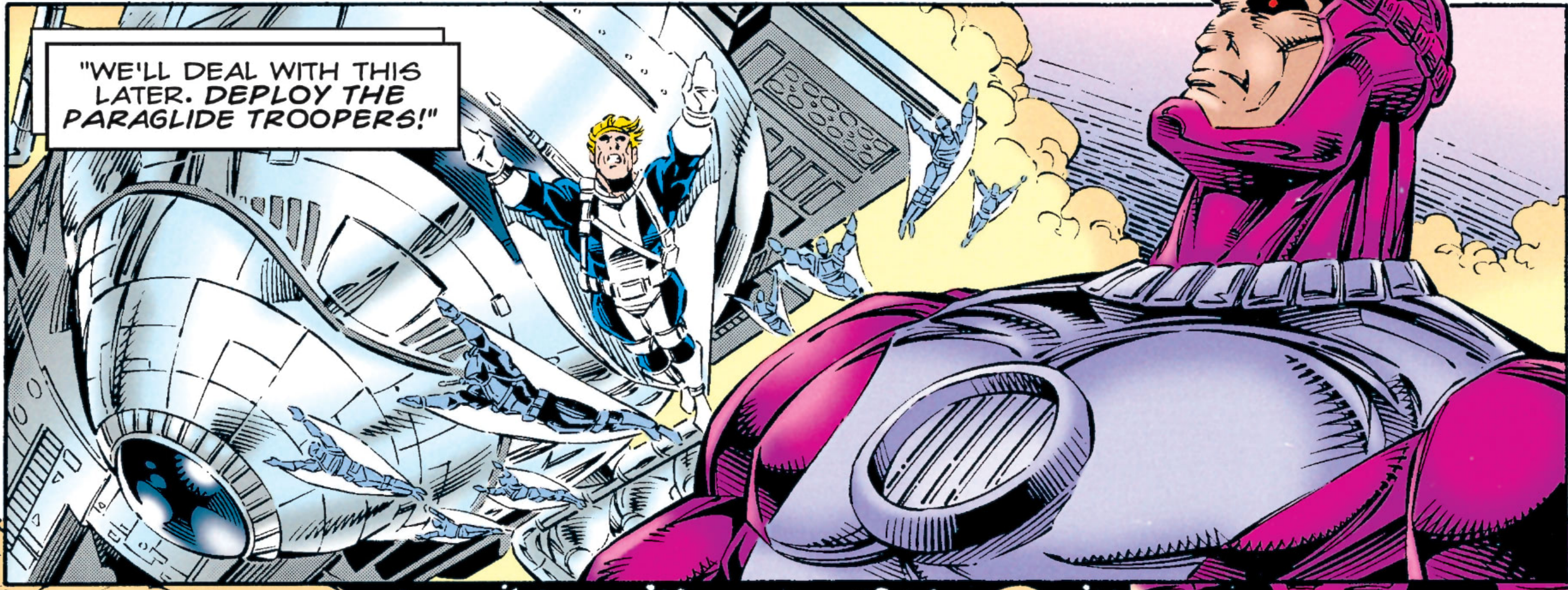
ALL NON-ESSENTIAL PERSONNEL HAVE VACATED THE HELI-CARRIER IN CASE THEM SLEEPY SENTINELS GET FRISKY.

PARAGLIDER TROOPERS HAVE BEEN ISSUED WEAPONS OUR PEOPLE THINK WILL WORK INSIDE THE FIELD.

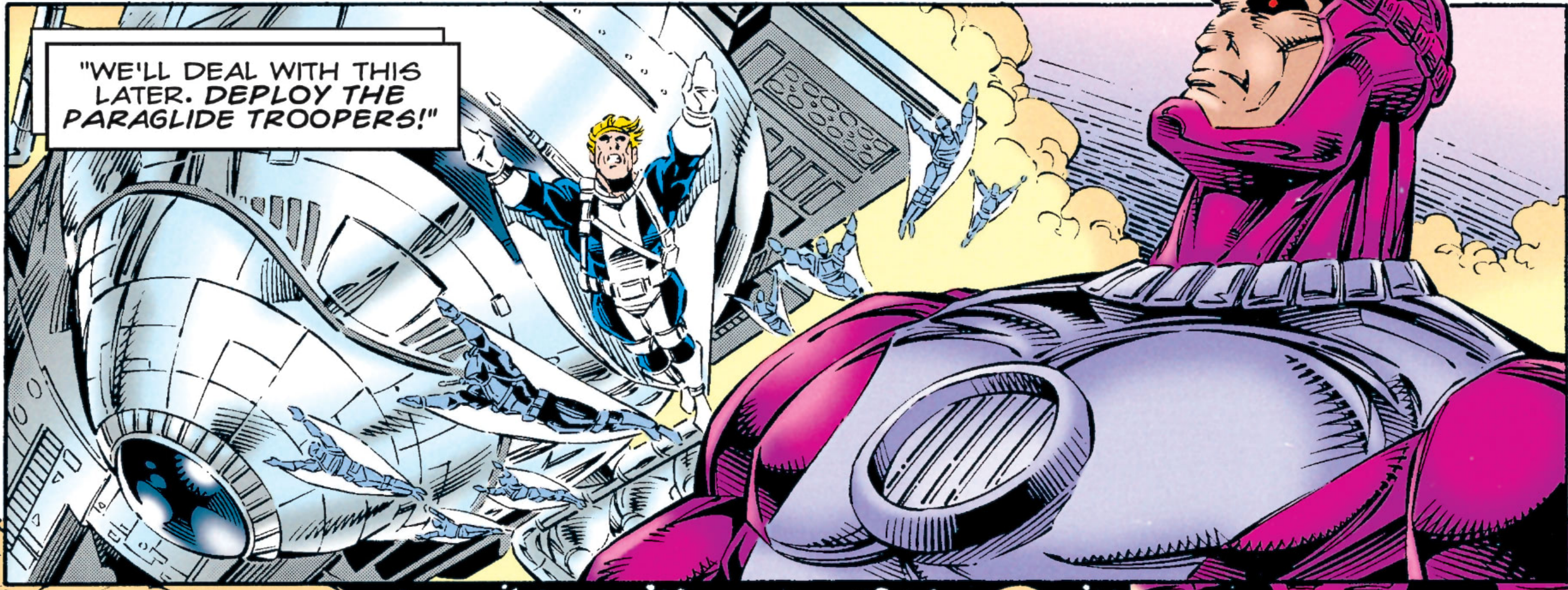
THIS JUST CAME IN, SIR.

GREAT! AS IF WE DIDN'T HAVE ENOUGH TO WORRY ABOUT HERE!

💡 Electro-magnetic pulse --Jaye



"WE'LL DEAL WITH THIS
LATER. DEPLOY THE
PARAGLIDE TROOPERS!"



ALPHA
SQUAD LEADER
TO HQ -- WE'RE
BETWEEN THE SENTINELS
AND ENTERING THE
MANHATTAN AIRSPACE.
NO MOVEMENT
YET FROM THE
SENTINELS.

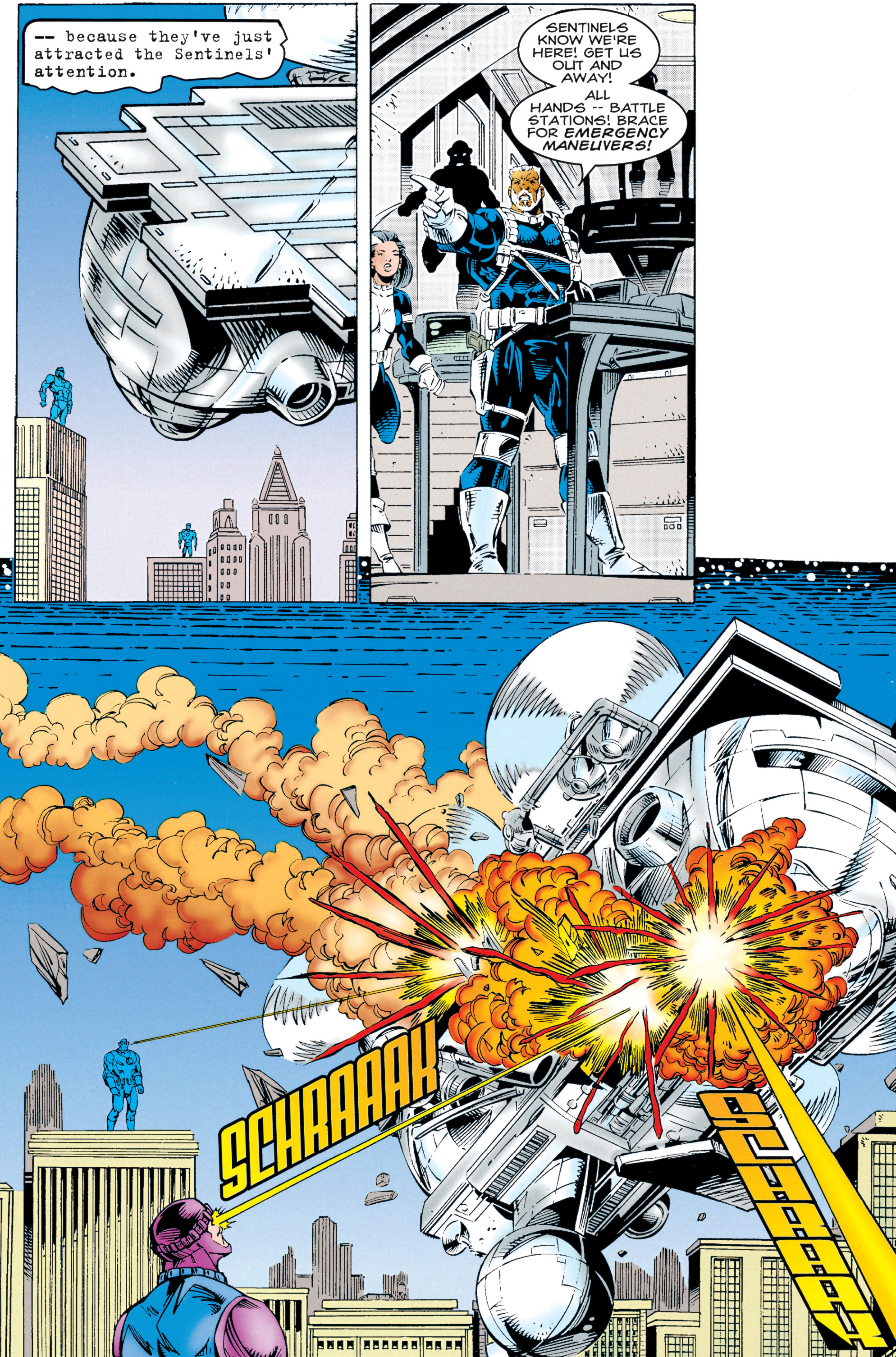


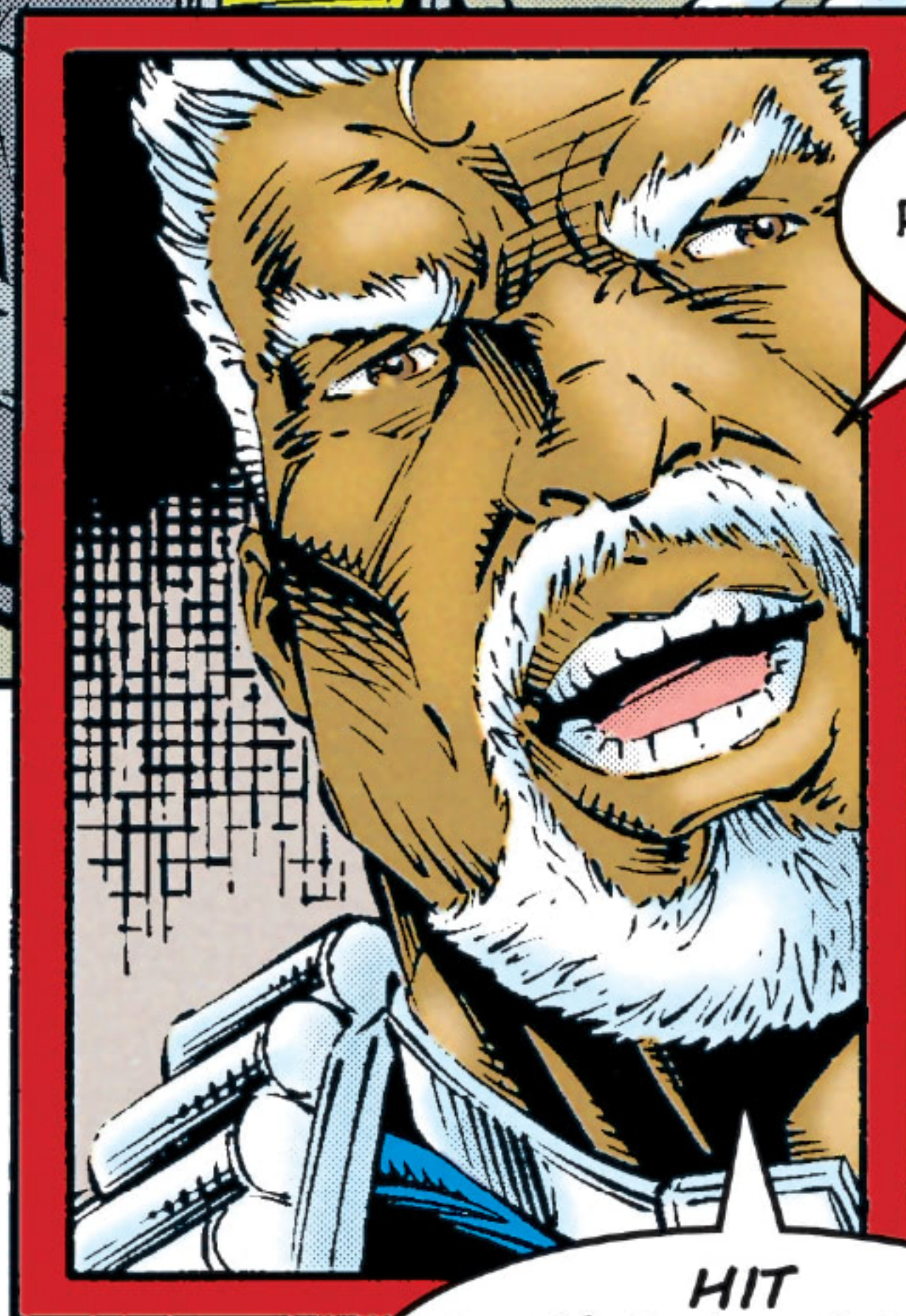
War Journal II, Entry
22A -- S.H.I.E.L.D.'s
made a move. I hope
they are prepared for
what's coming...

-- because they've just attracted the Sentinels' attention.

SENTINELS
KNOW WE'RE
HERE! GET US
OUT AND
AWAY!

ALL
HANDS -- BATTLE
STATIONS! BRACE
FOR EMERGENCY
MANEUVERS!

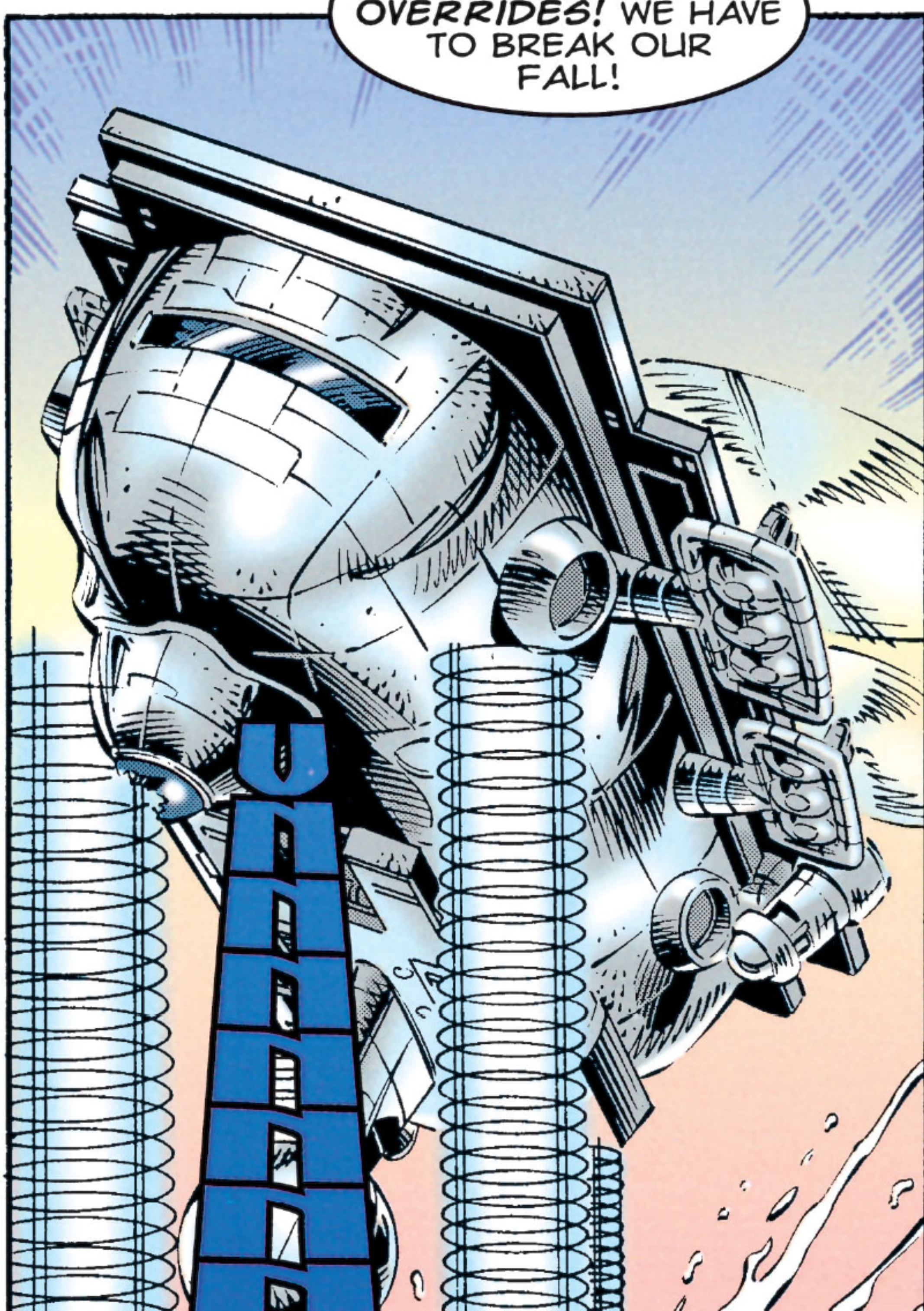




ARE THE EMERGENCY REPUISOR UNITS STILL ON-LINE?!

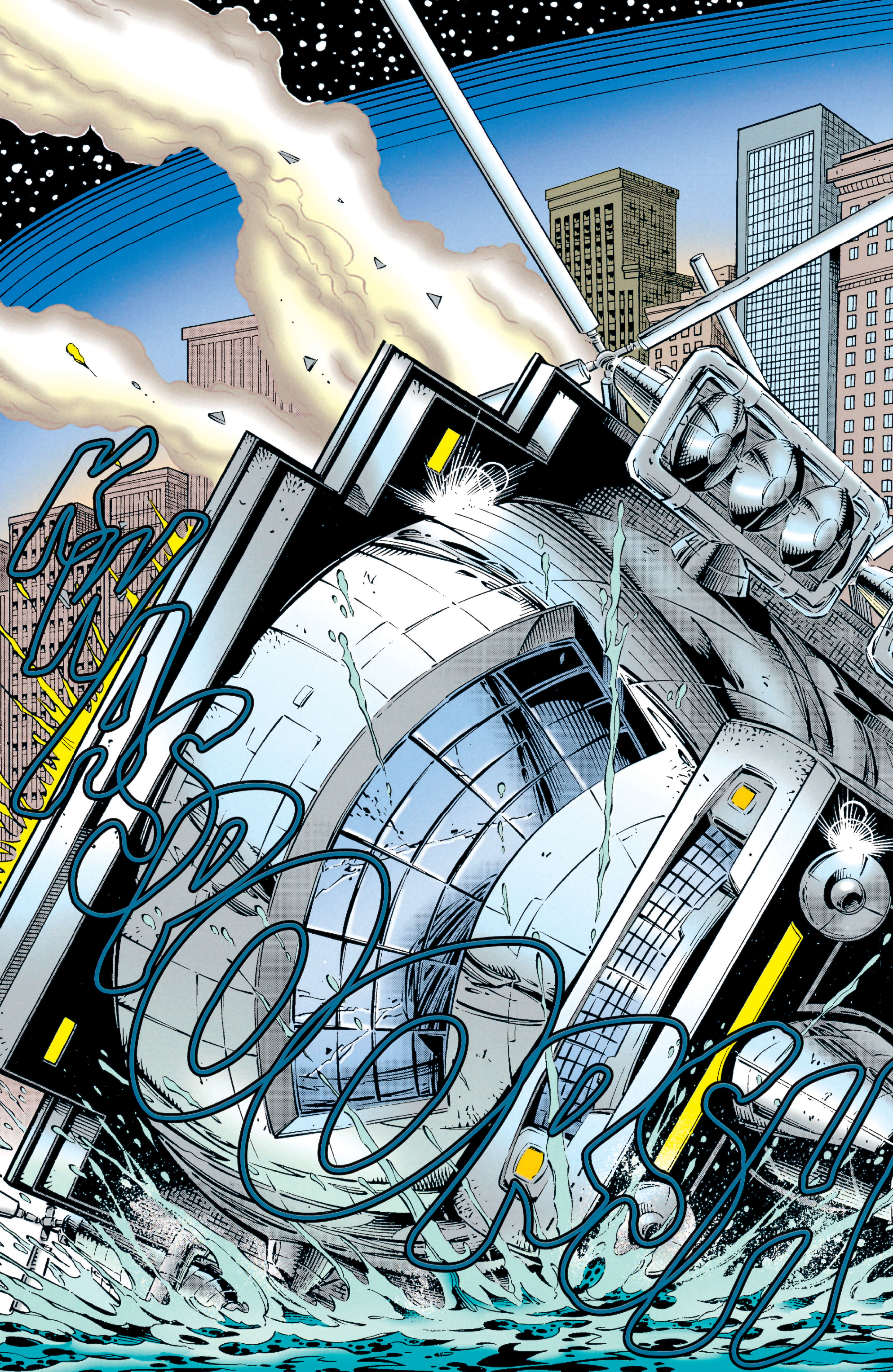
BARELY, SIR! THEY MAY SHORT OUT AT ANY TIME!

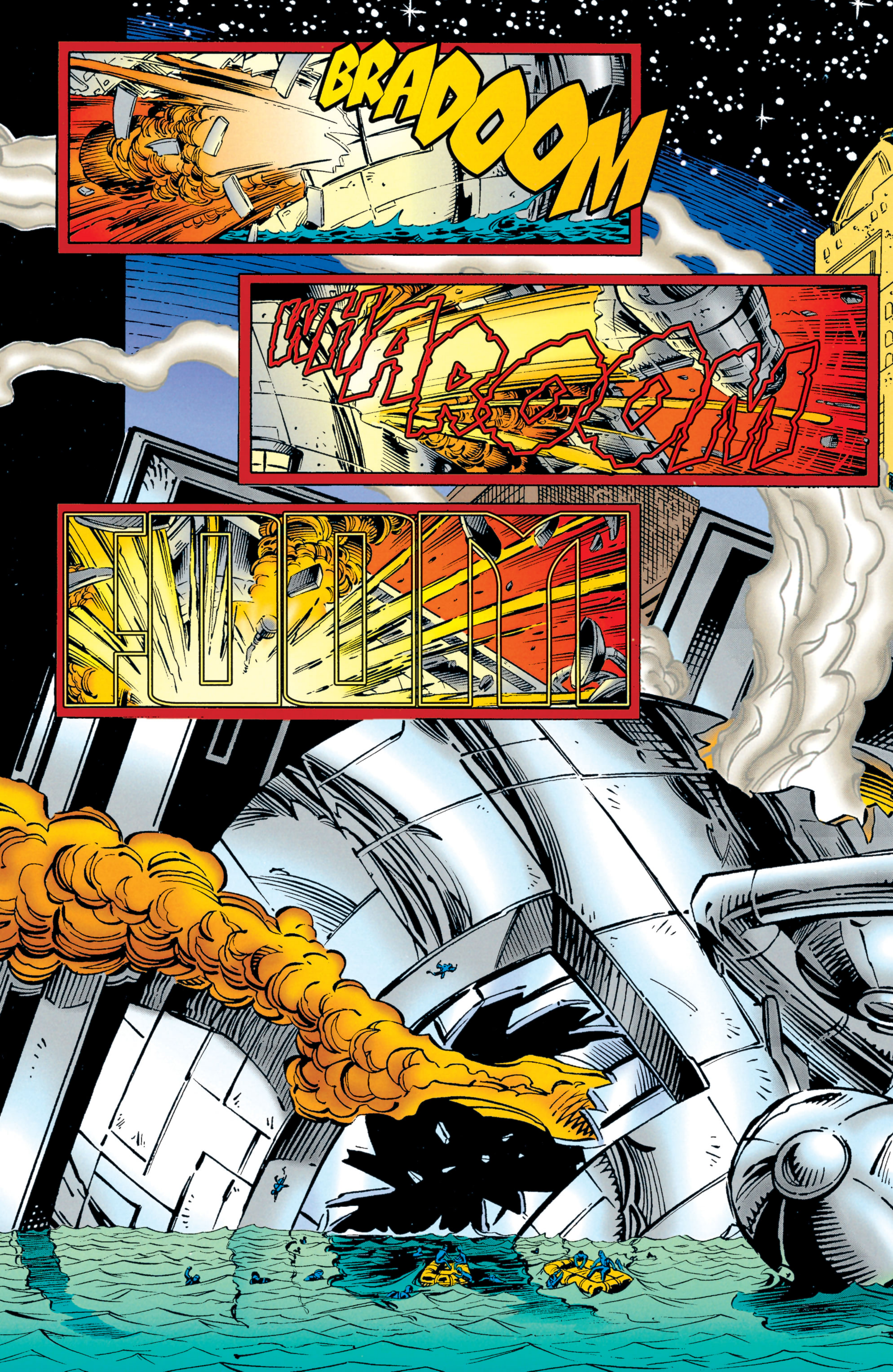
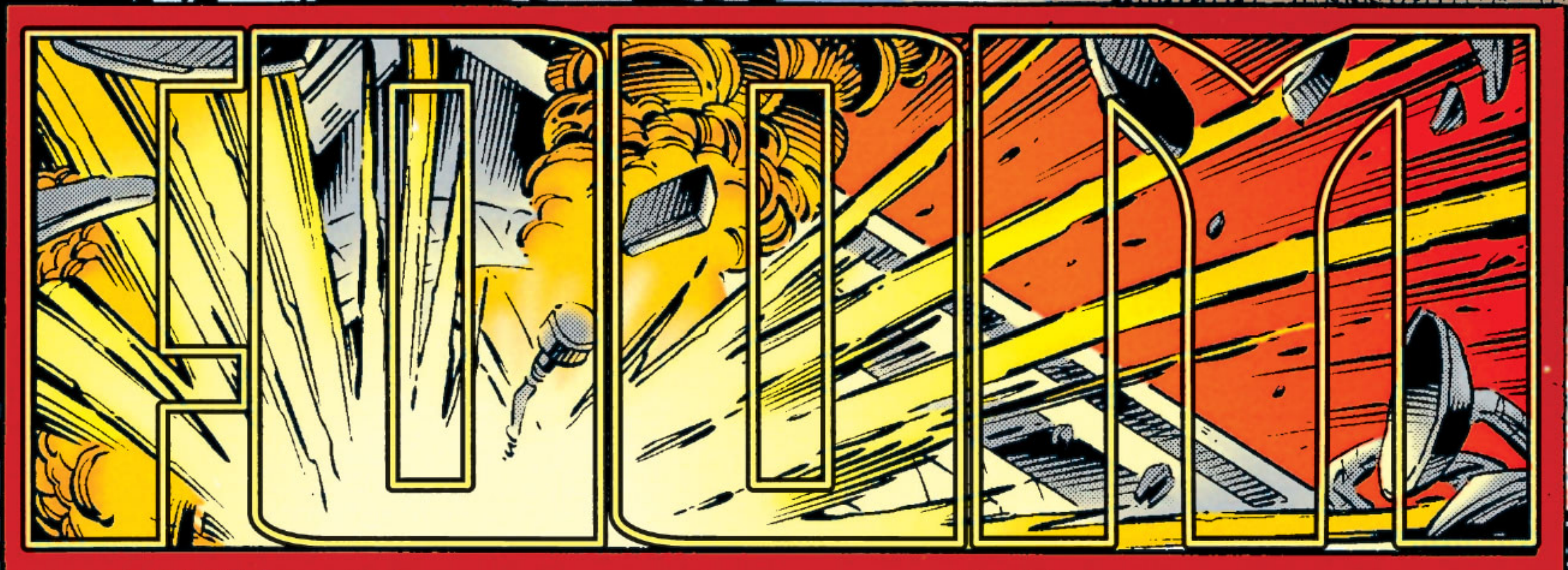
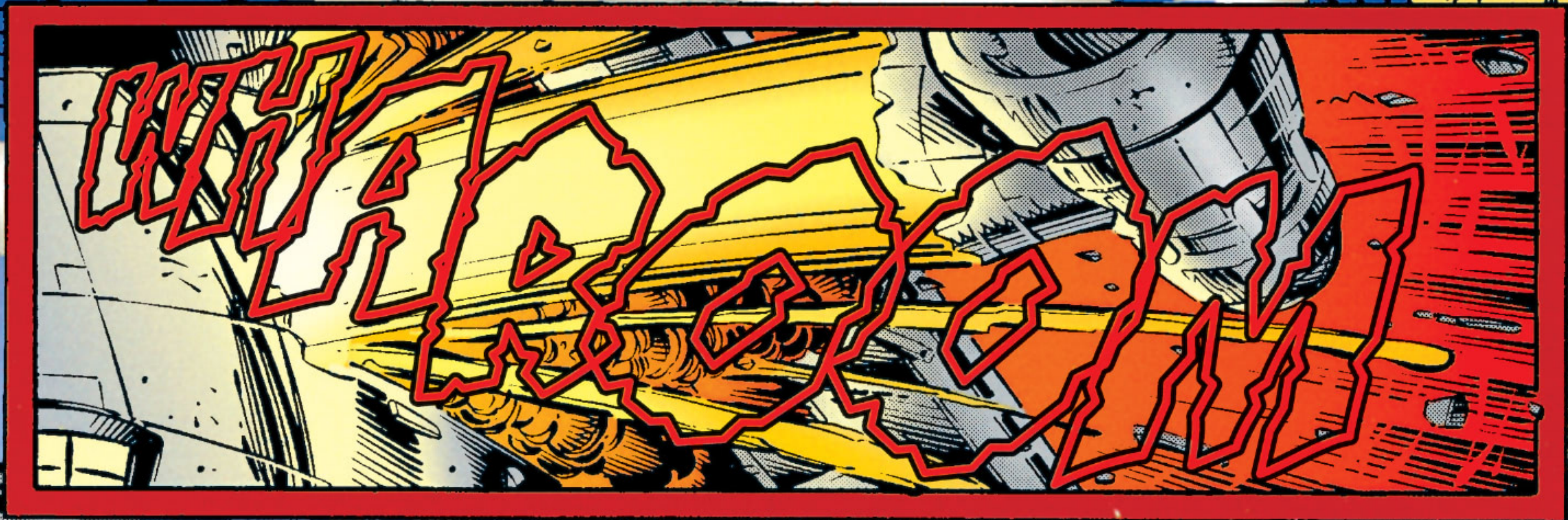
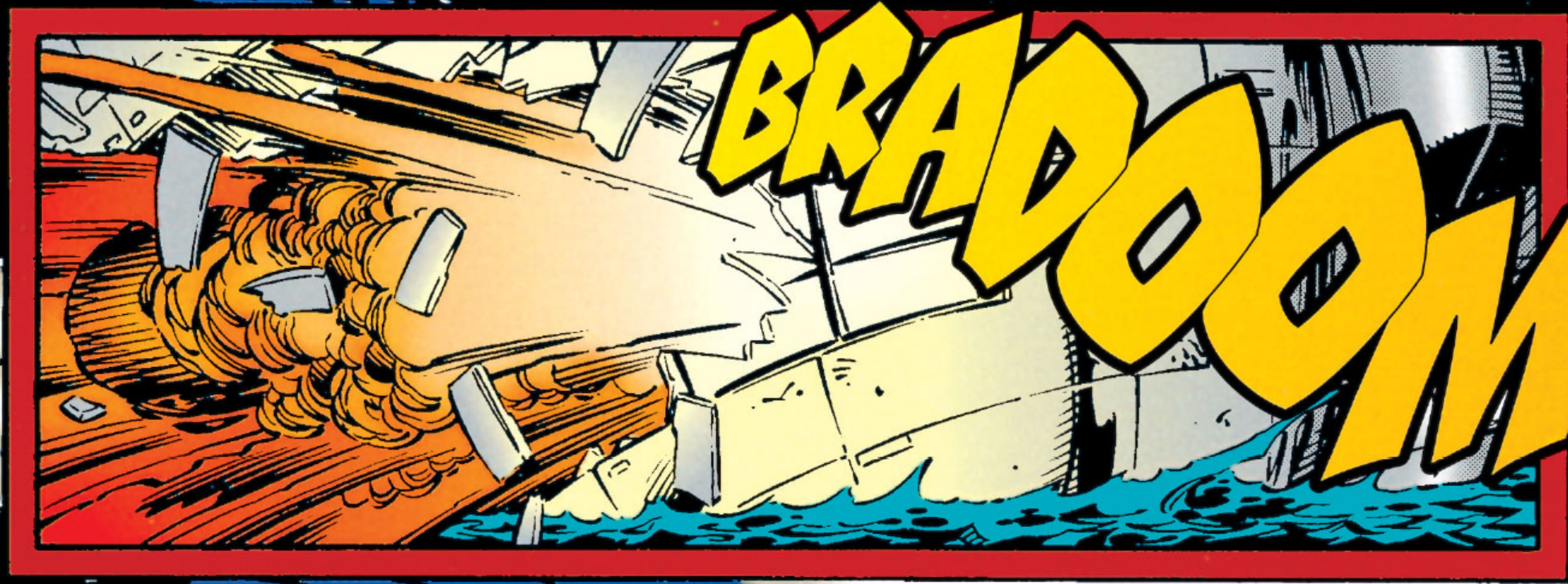
HIT 'EM! EMERGENCY OVERRIDES! WE HAVE TO BREAK OUR FALL!



STARBOARD REPUISOR BURNING OUT! LOST STABILITY!

WE'RE GOING OVER!

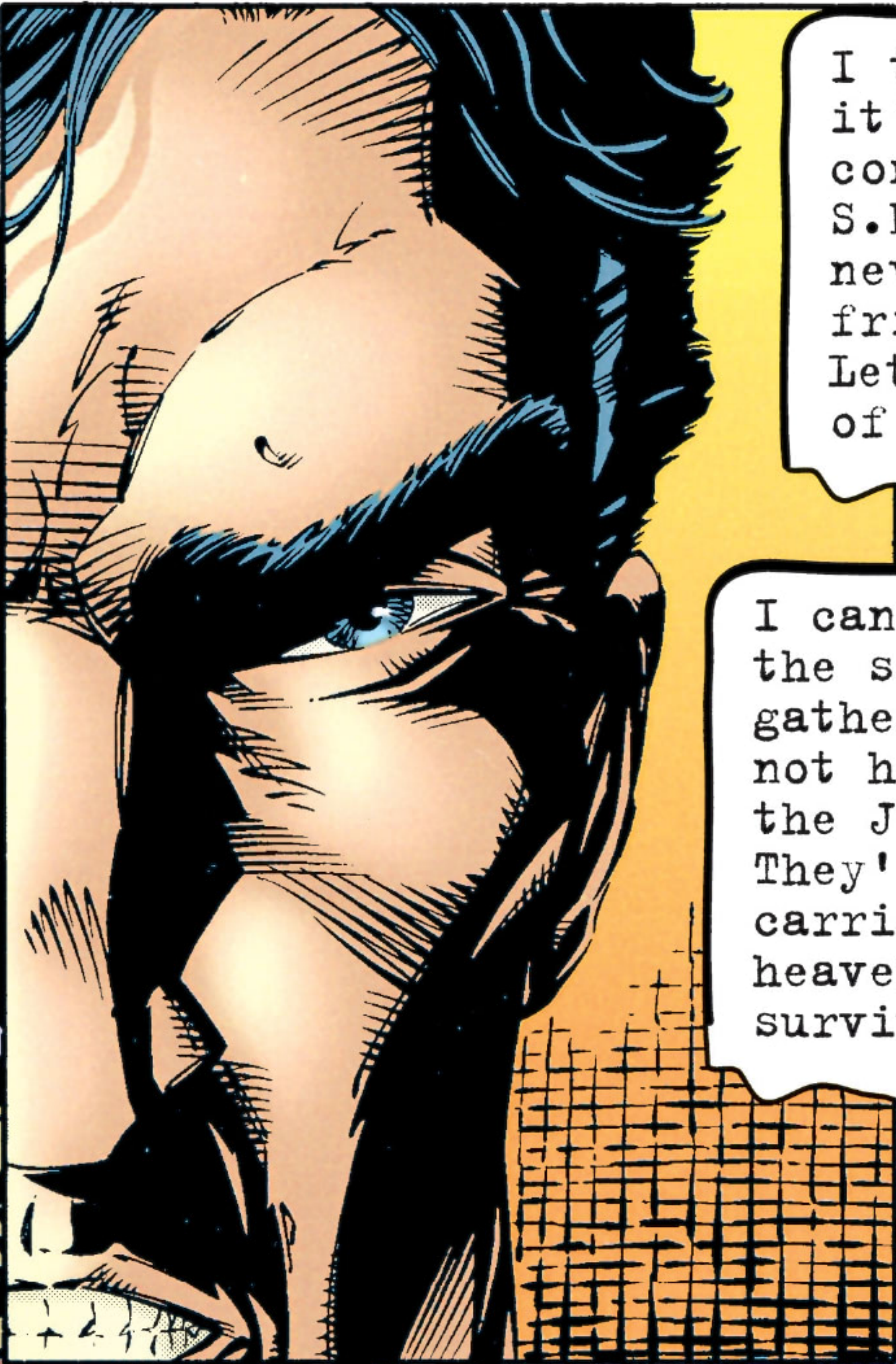






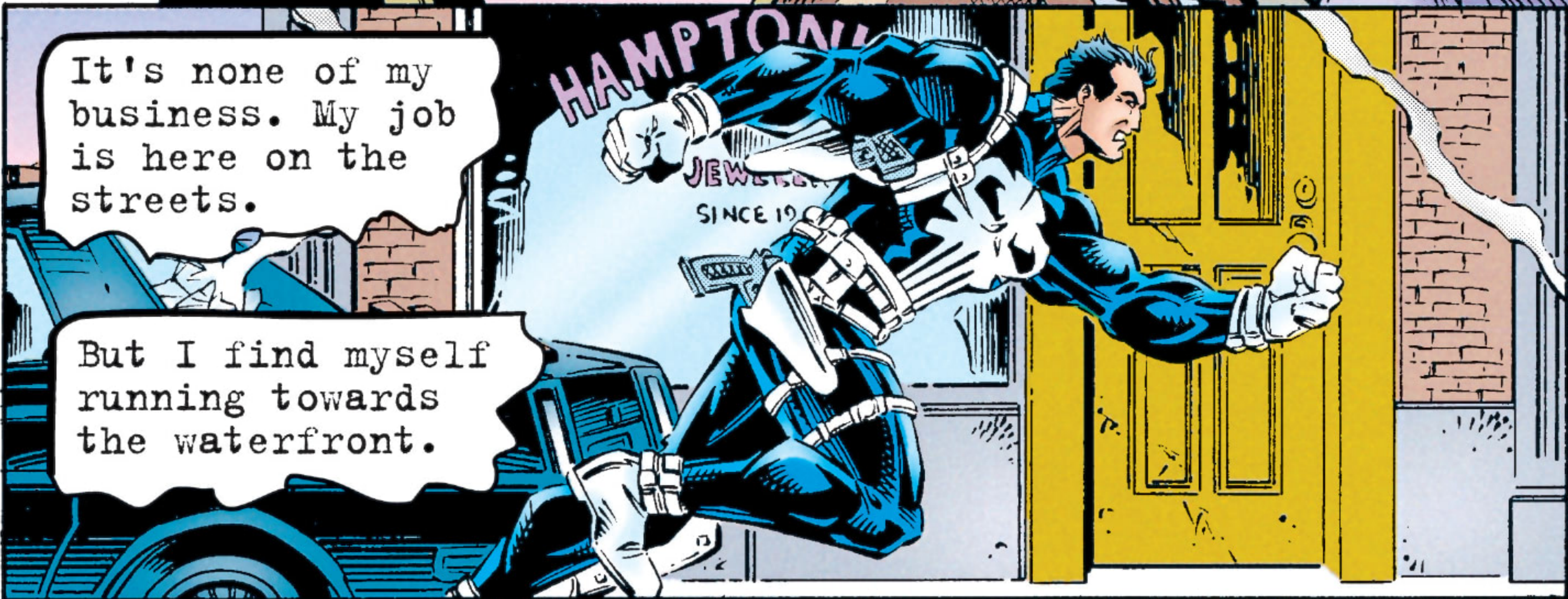
War Journal
II, Entry
22B -- the
helicarrier
is down.

Sentinels shot it out
of the sky. People must
be injured in there --
possibly dying -- like
a war zone --



I tell myself
it's not my
concern.
S.H.I.E.L.D.'s
never been a
friend of mine.
Let 'em take care
of themselves.

I can smell
the scavengers
gathering -- if
not here, then on
the Jersey side.
They'll pick the
carrier clean and
heaven help any
survivors.



It's none of my
business. My job
is here on the
streets.

But I find myself
running towards
the waterfront.



The river is cold, oily,
and slick when I hit the
water. I strike out for
the downed helicARRIER.



I can only hope I get there first.

LOOKIT THAT. LOOKIT WHAT FALLEN OUT OF THE SKY AND INTO OUR LAPS.

AND RASHID HAMMER JONES KNOWS BETTER'N TO IGNORE FREE SALVAGE.

BULLDOG! PULL T'GETHER THE JUNKYARD DOGS! WE'RE CLAIMING THE HELICARRIER THING AS SALVAGE!



KRAK



WITH THAT S.H.I.E.L.D. STUFF, WE WON'T HAFTA DO NO MORE ENFORCING JOBS FOR THE MOB.

OR ANY OF THAT PENNY ANTE STUFF. WE'LL PEDDLE THE TAKE ON THE WORLD MARKET! MAKES ME A TOP DOG!

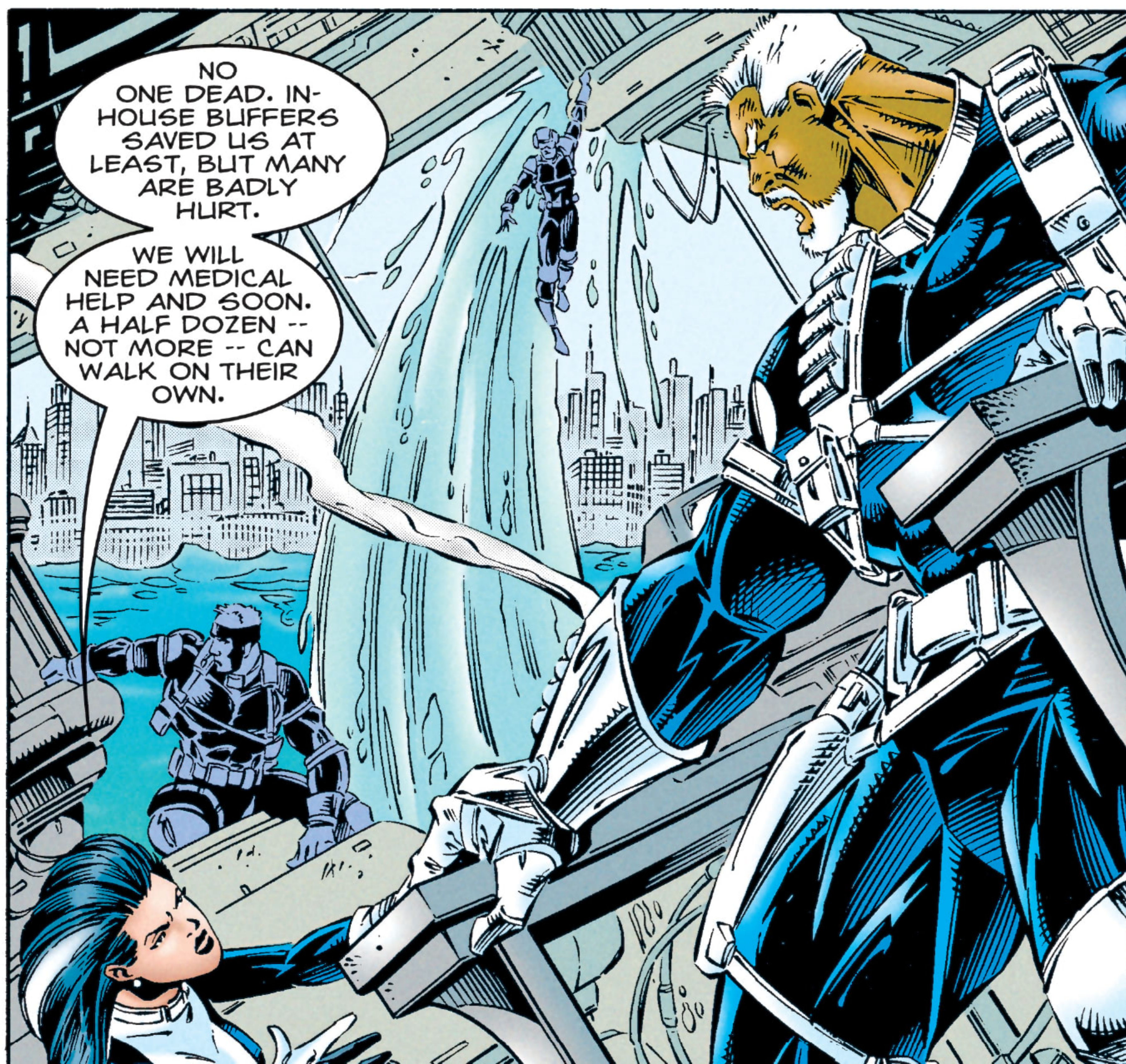
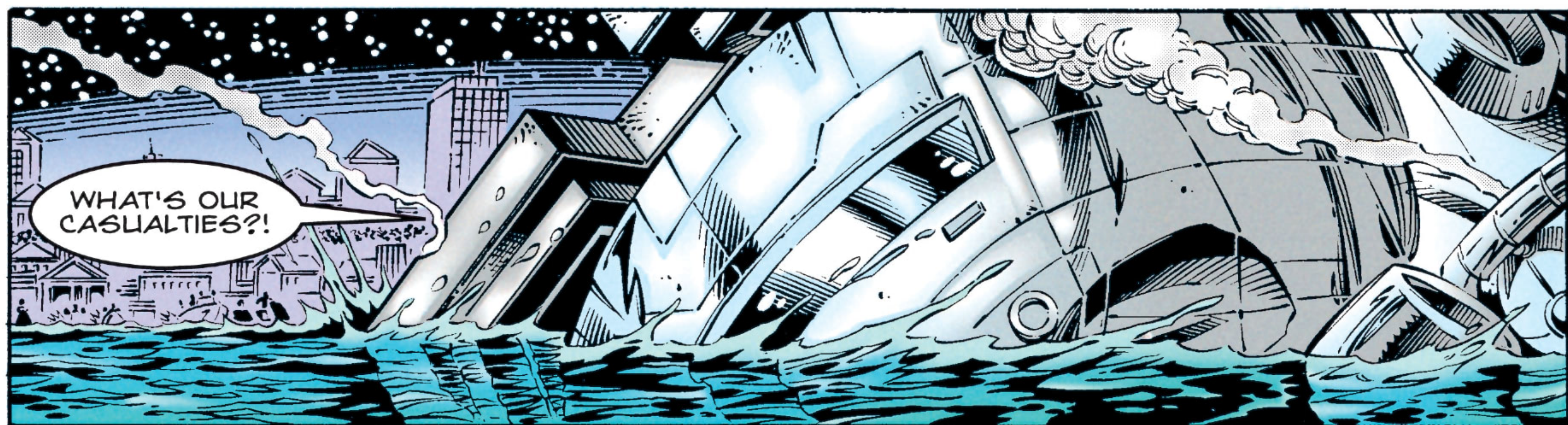
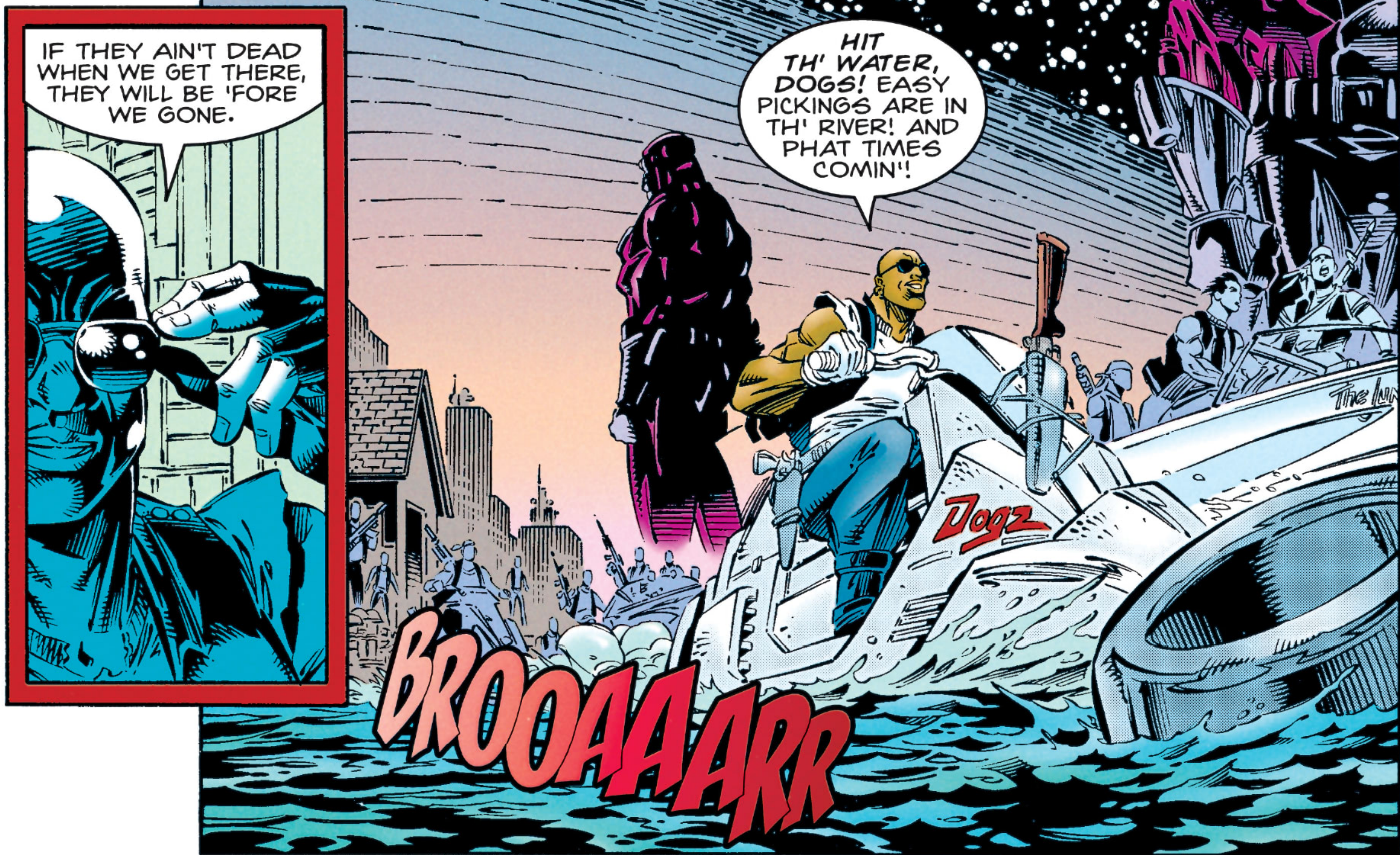


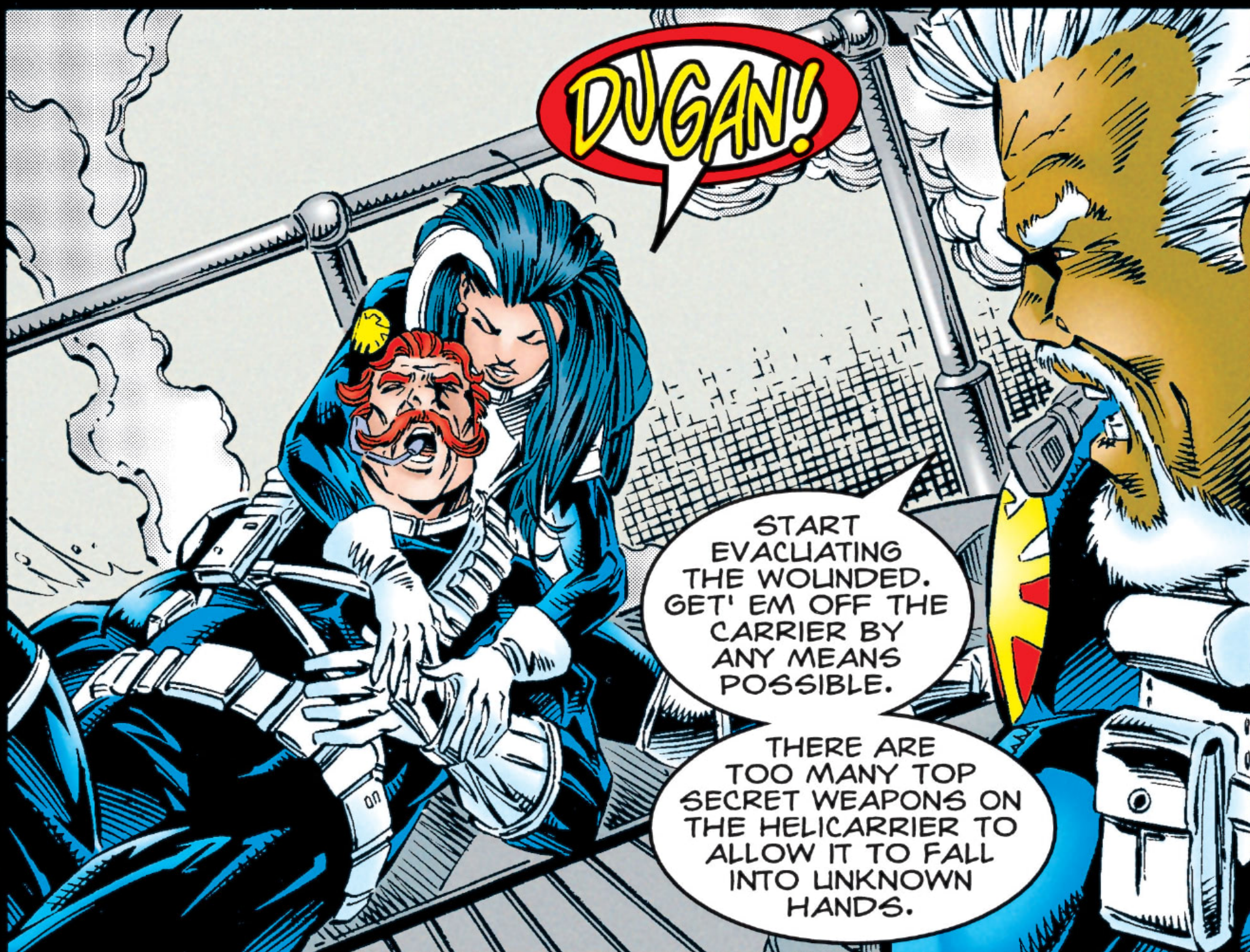
GEE, RASHID -- LOTS A WEIRD STUFF GOIN' DOWN IN DA CITY. SOME PEOPLE SAY MAYBE DA END O' TH' WORLD! WHO WE SELL DA STUFF TO IF DAT HAPPENS?

Ah, THEM SUPER-HEROES WILL HANDLE IT. THEY ALWAYS DOES. AIN'T OUR CONCERN.



YE-AHHH, BUT O- WHAT IF DEM S.H.I.E.L.D. GUYS IS STILL ALIVE IN DERE? DEN IT AIN'T SALVAGE.







"THOSE WHO CAN STILL
STAND AND FIRE A GUN,
COME WITH ME. WE HAVE
TO BUY THE OTHERS
SOME TIME. CONTESSA,
SEE TO THE EVACUATION."

LIP, YOU
DOGS!



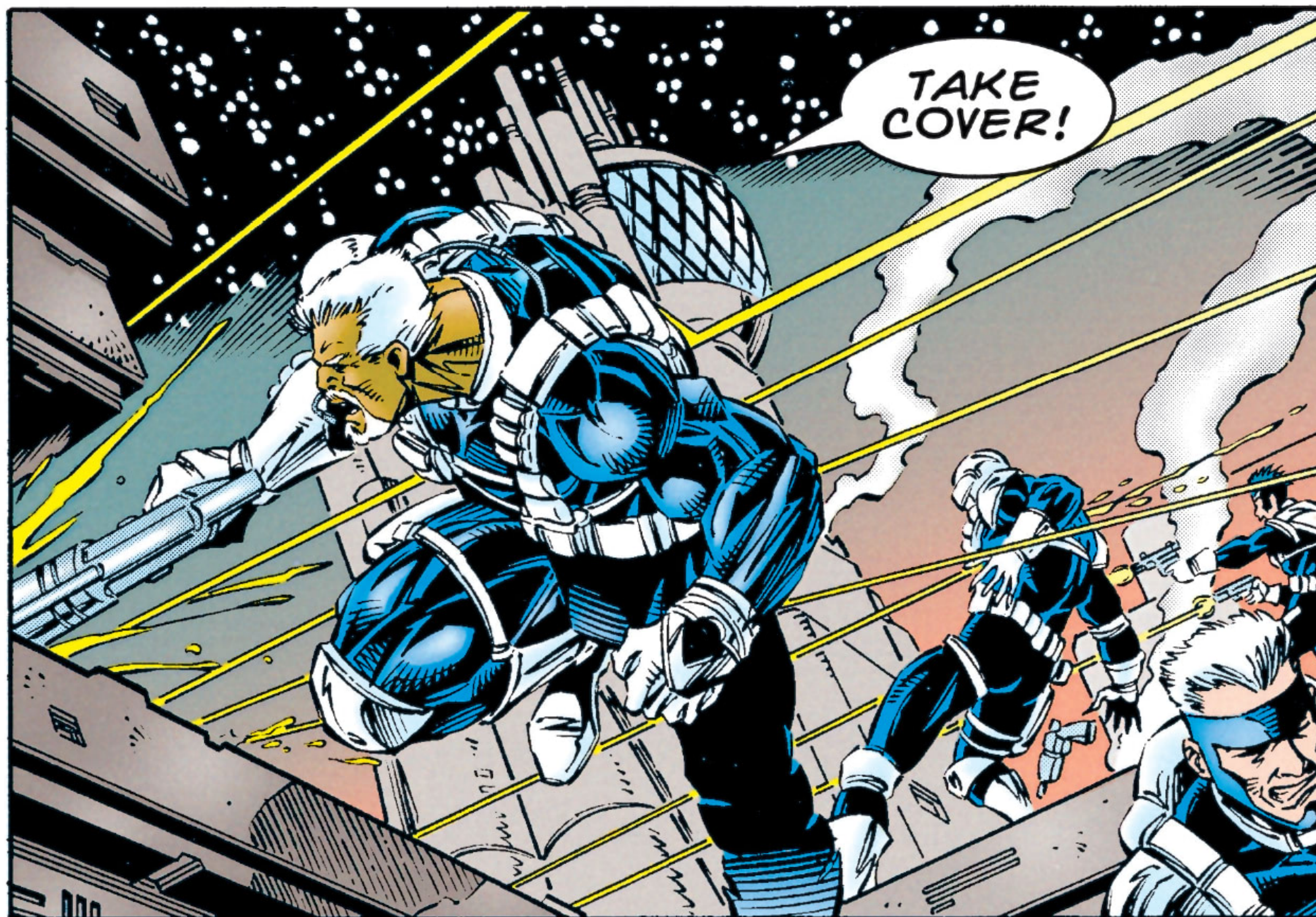
I AM G.W. BRIDGE
AND THIS IS S.H.I.E.L.D.
PROPERTY AND YOU ARE
ALL TRESPASSING.

REMOVE
YOURSELVES.



I AM RASHID HAMMER JONES,
WE ARE THE JUNKYARD DOGS,
AND WE CLAIM THIS PIECE
OF JUNK BY RIGHT OF
SALVAGE.

KILL 'EM,
DOGS.





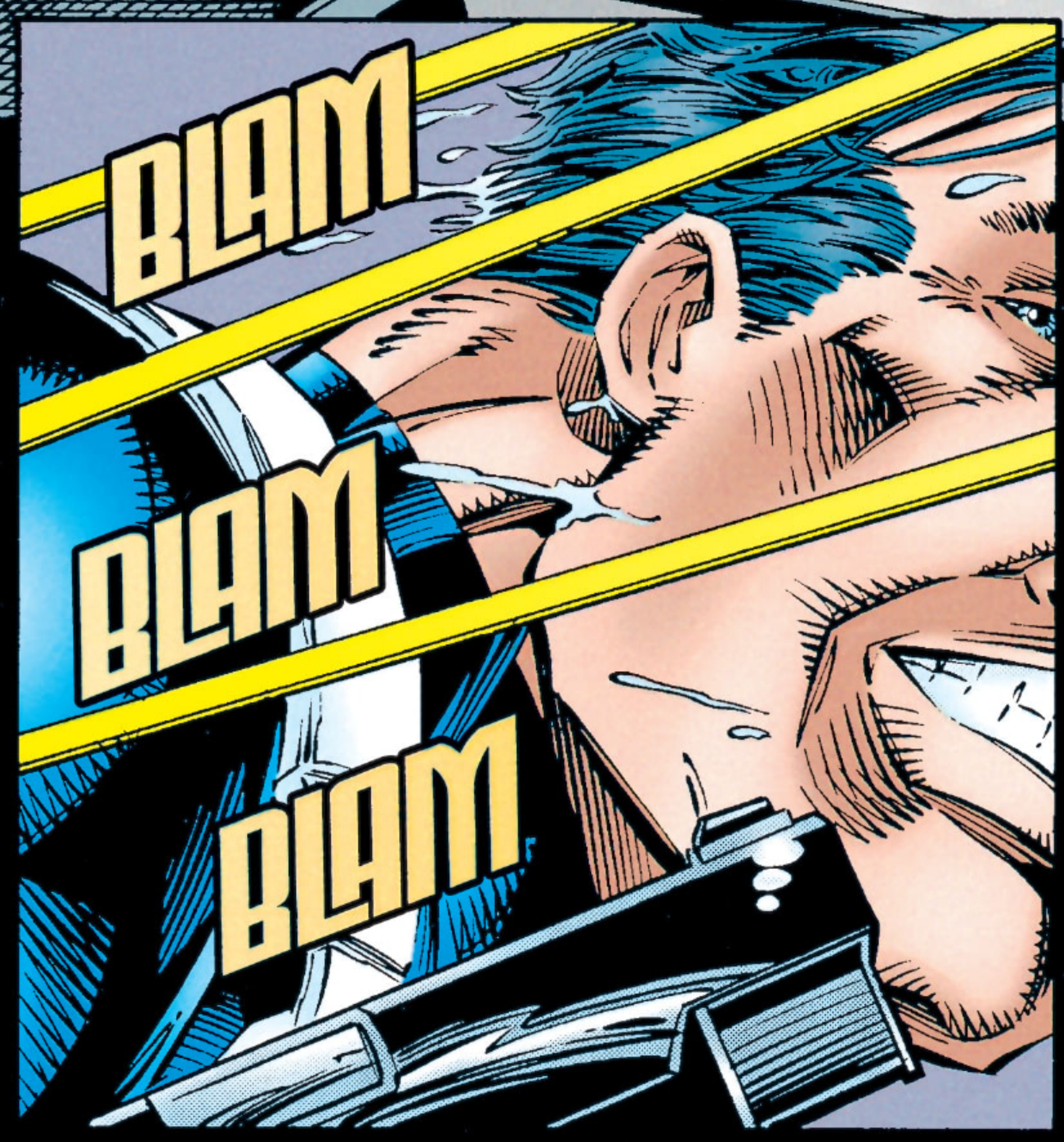
BRIDGE
ASKED YOU
NICELY TO
LEAVE.

I'M THE
PUNISHER.

I'M
NOT SO
NICE.



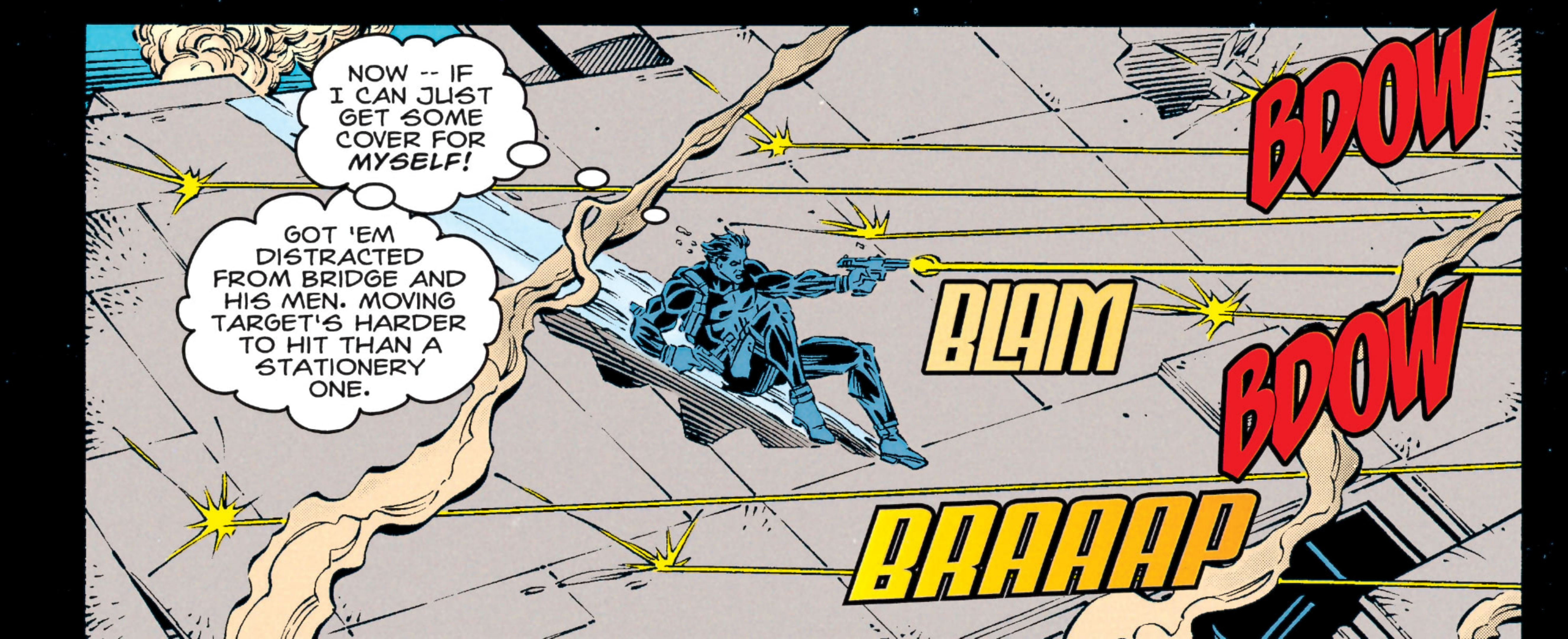
YOU'RE
DOG FOOD.
KILL THE
DOPE.



BLAM

BLAM

BLAM



NOW -- IF
I CAN JUST
GET SOME
COVER FOR
MYSELF!

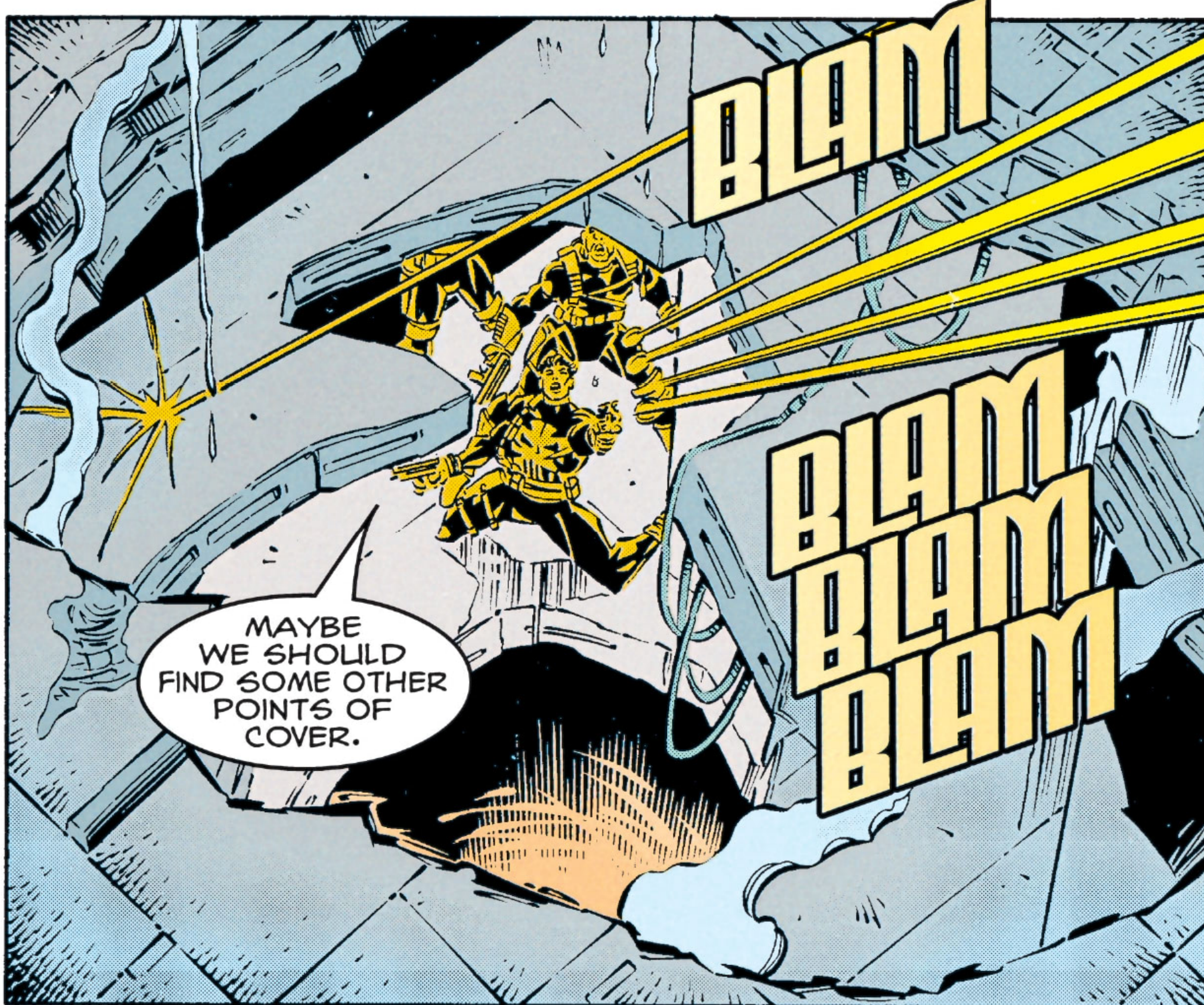
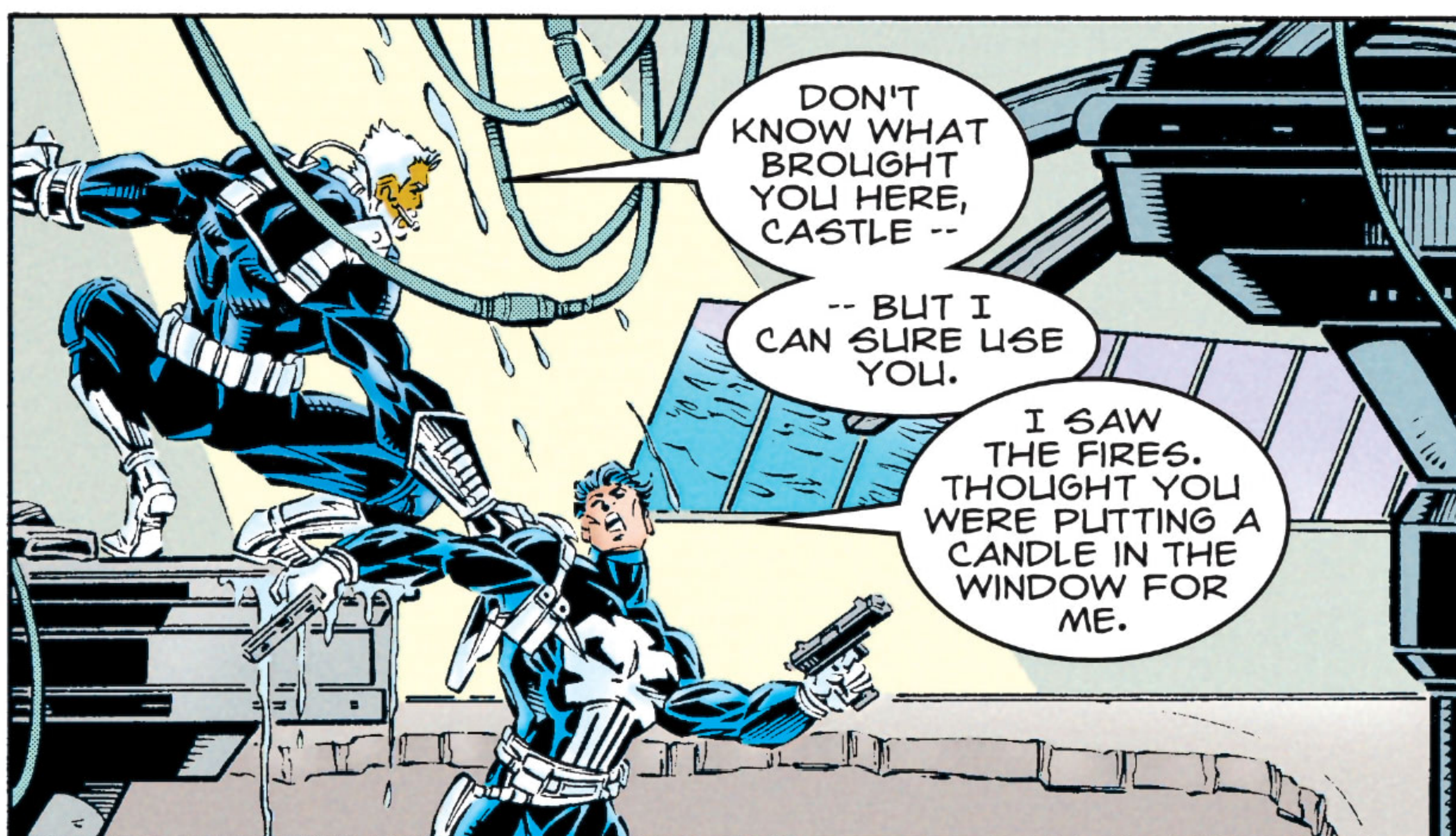
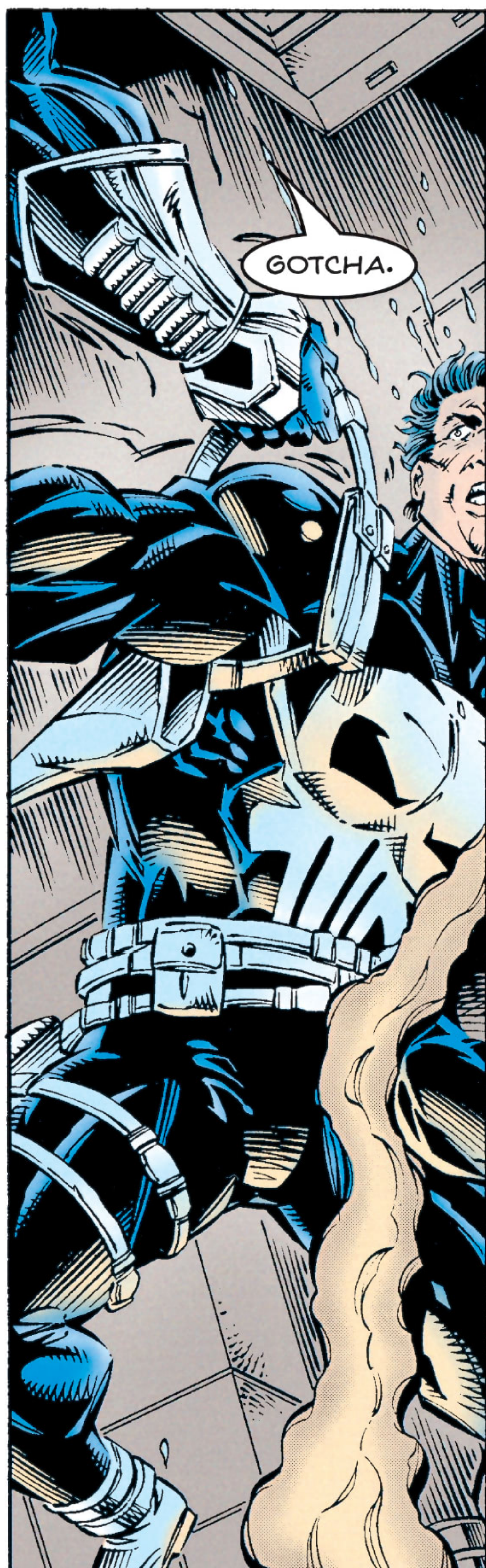
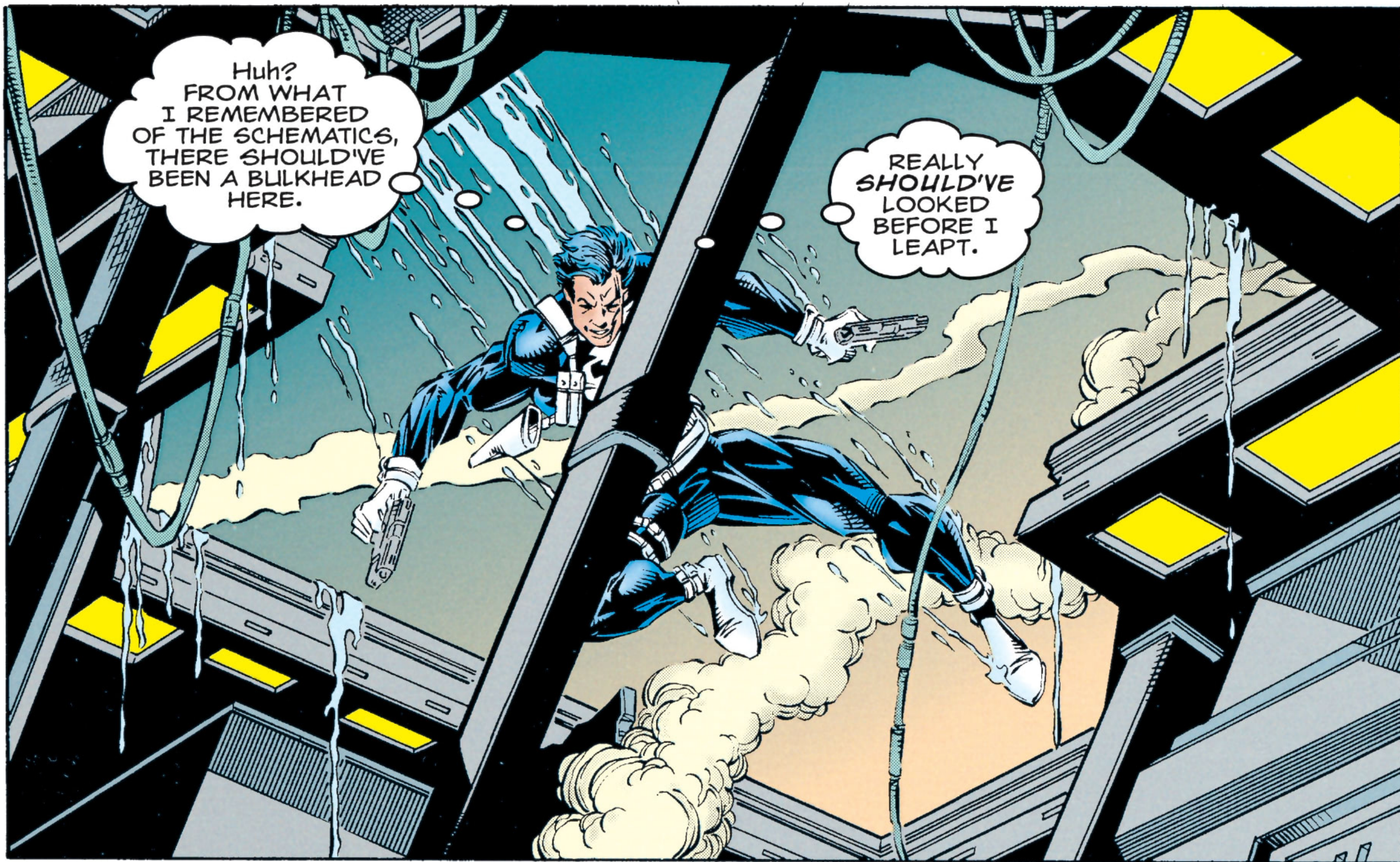
GOT 'EM
DISTRACTED
FROM BRIDGE
AND HIS MEN.
MOVING
TARGET'S HARDER
TO HIT THAN A
STATIONERY
ONE.

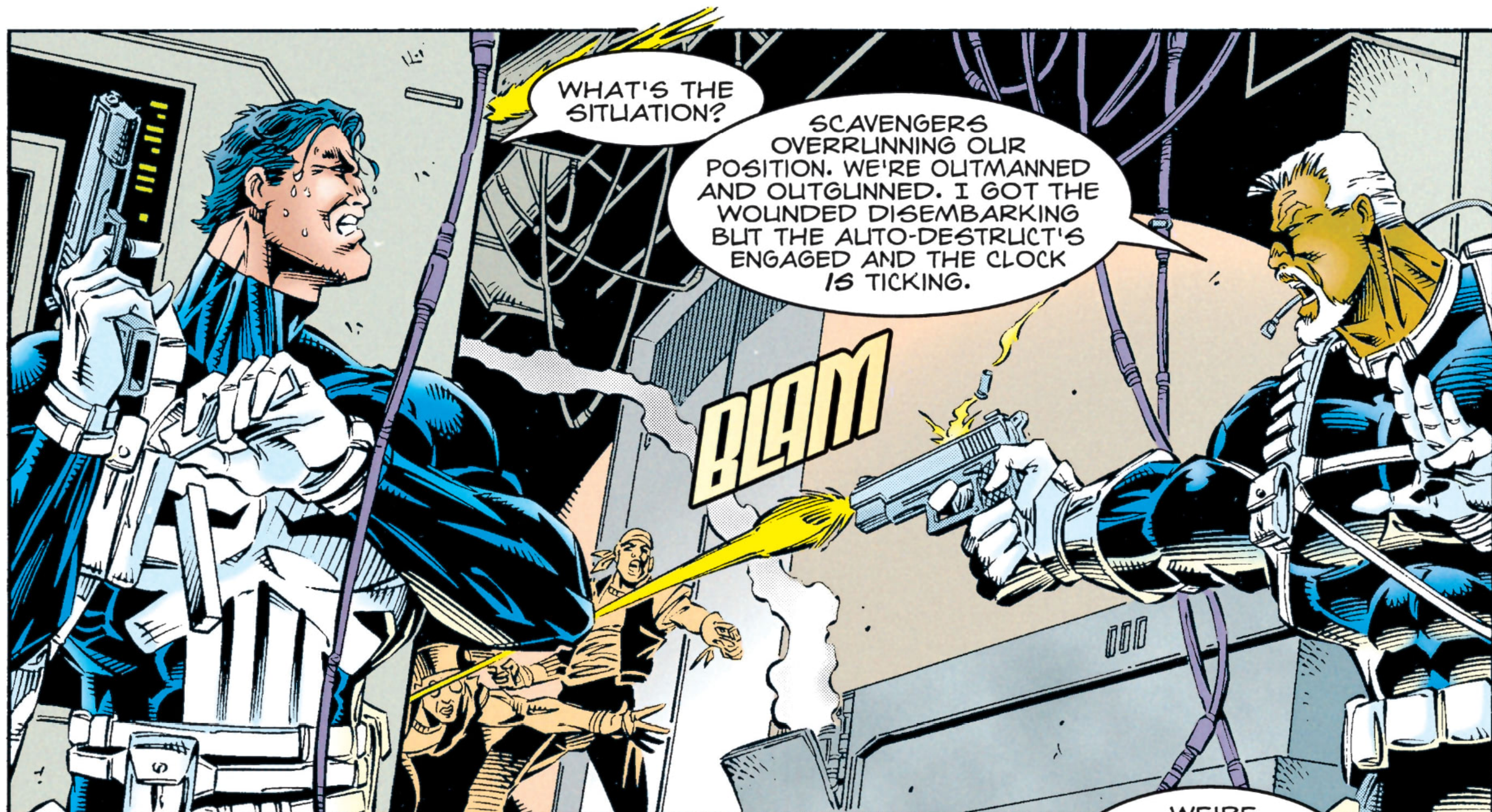
BDOW

BLAM

BDOW

BRAAAP

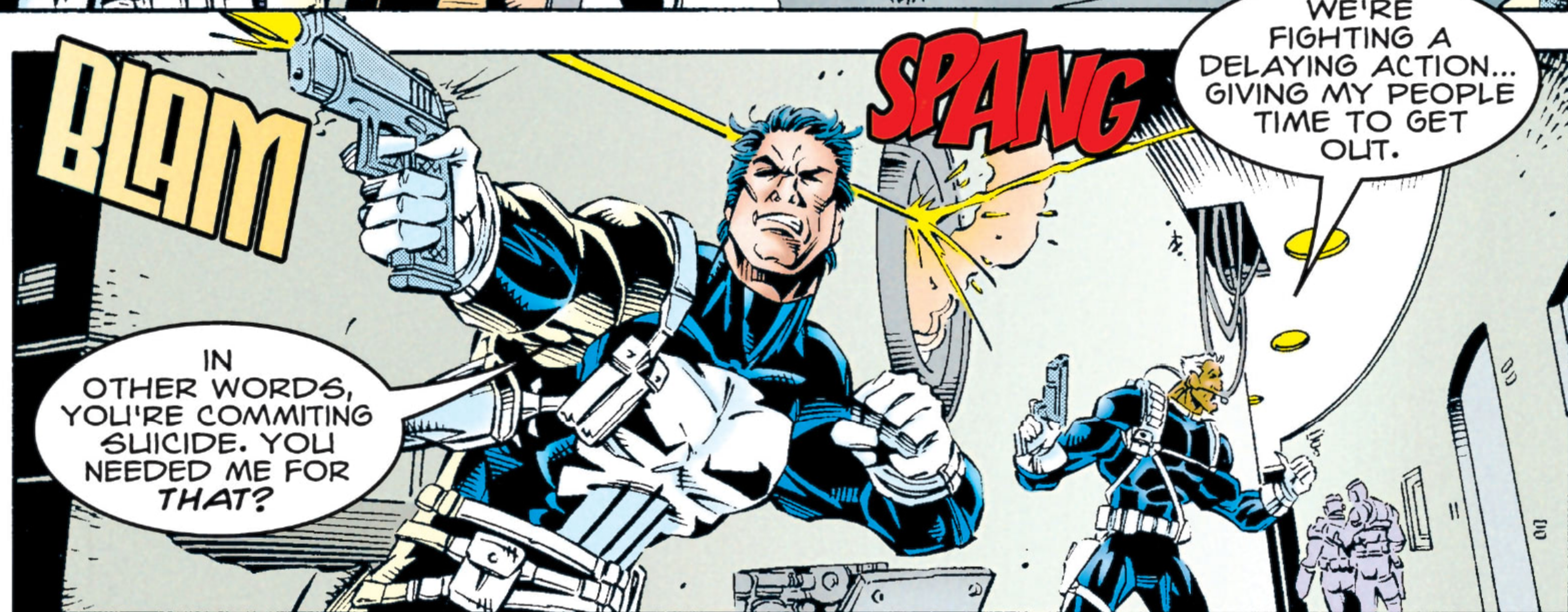




WHAT'S THE SITUATION?

SCAVENGERS OVERRUNNING OUR POSITION. WE'RE OUTMANNED AND OUTGLINNED. I GOT THE WOUNDED DISEMBARKING BUT THE AUTO-DESTRUCT'S ENGAGED AND THE CLOCK IS TICKING.

BLAM



BLAM

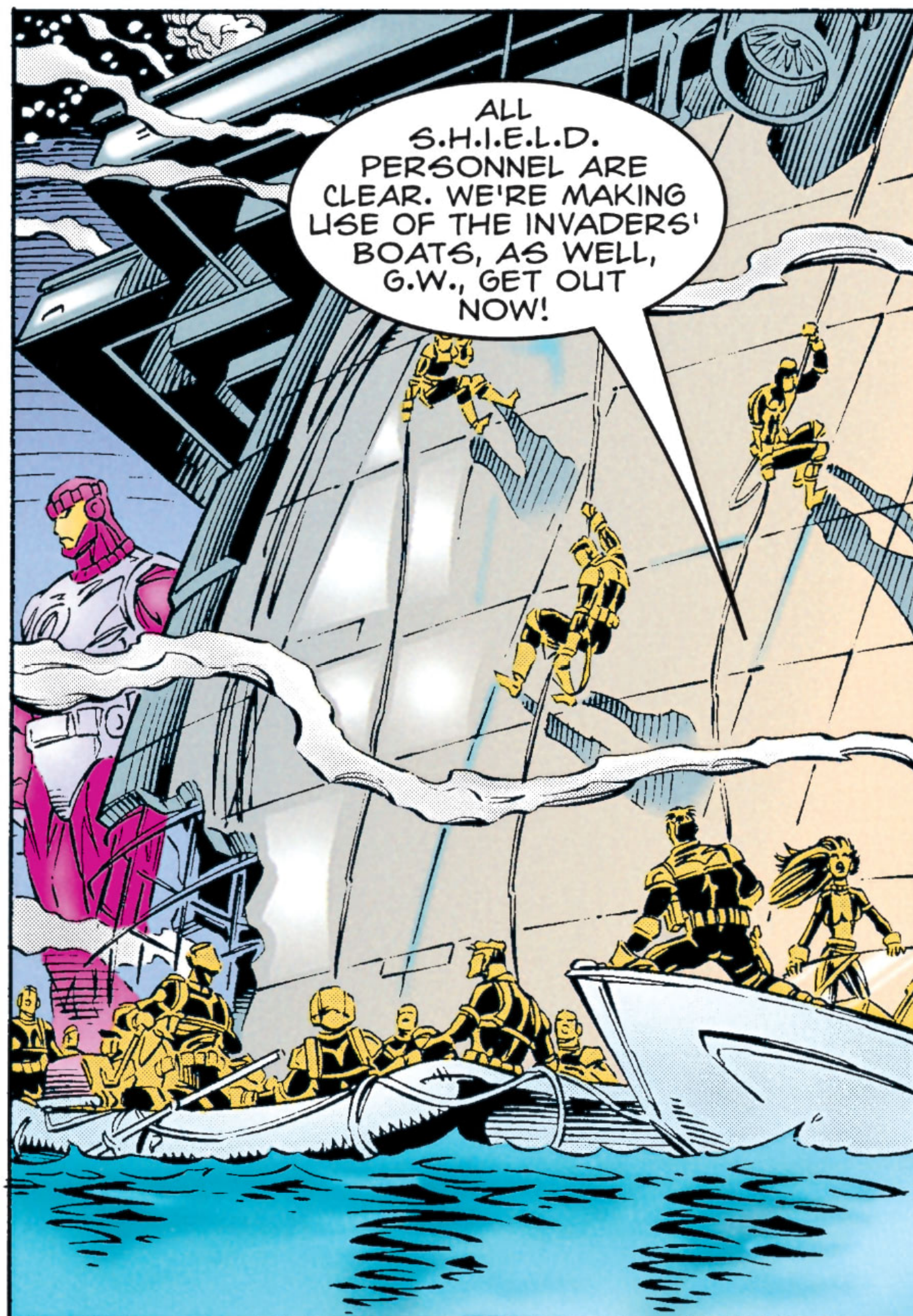
SPANG

WE'RE FIGHTING A DELAYING ACTION... GIVING MY PEOPLE TIME TO GET OUT.

IN OTHER WORDS, YOU'RE COMMITTING SUICIDE. YOU NEEDED ME FOR THAT?



CONTESSA, THIS IS BRIDGE. HOW'S THE EVAC GOING?



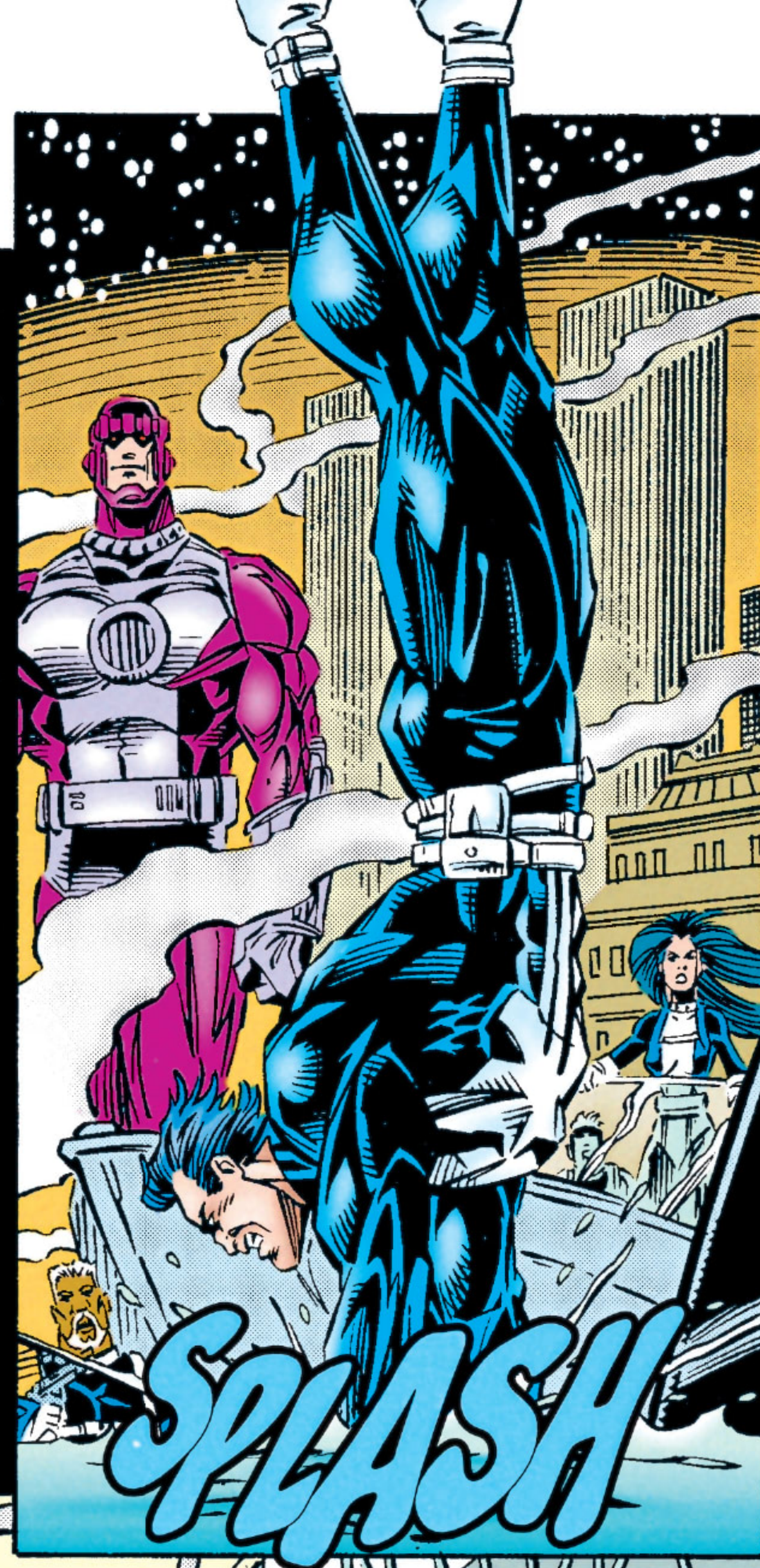
ALL S.H.I.E.L.D. PERSONNEL ARE CLEAR. WE'RE MAKING USE OF THE INVADERS' BOATS, AS WELL, G.W., GET OUT NOW!



FIND
A HOLE
AND JUMP
FOR IT,
CASTLE.



A WORD
TO THE WISE,
MR. JONES, GET
YOUR MEN
OUT OF
HERE!



WE
GOT THE
PLACE SECURED,
HAMMER! THE ONLY
PEOPLE LEFT ON
THIS PILE O'
SCRAP ARE TH'
JUNKYARD
DOGS!

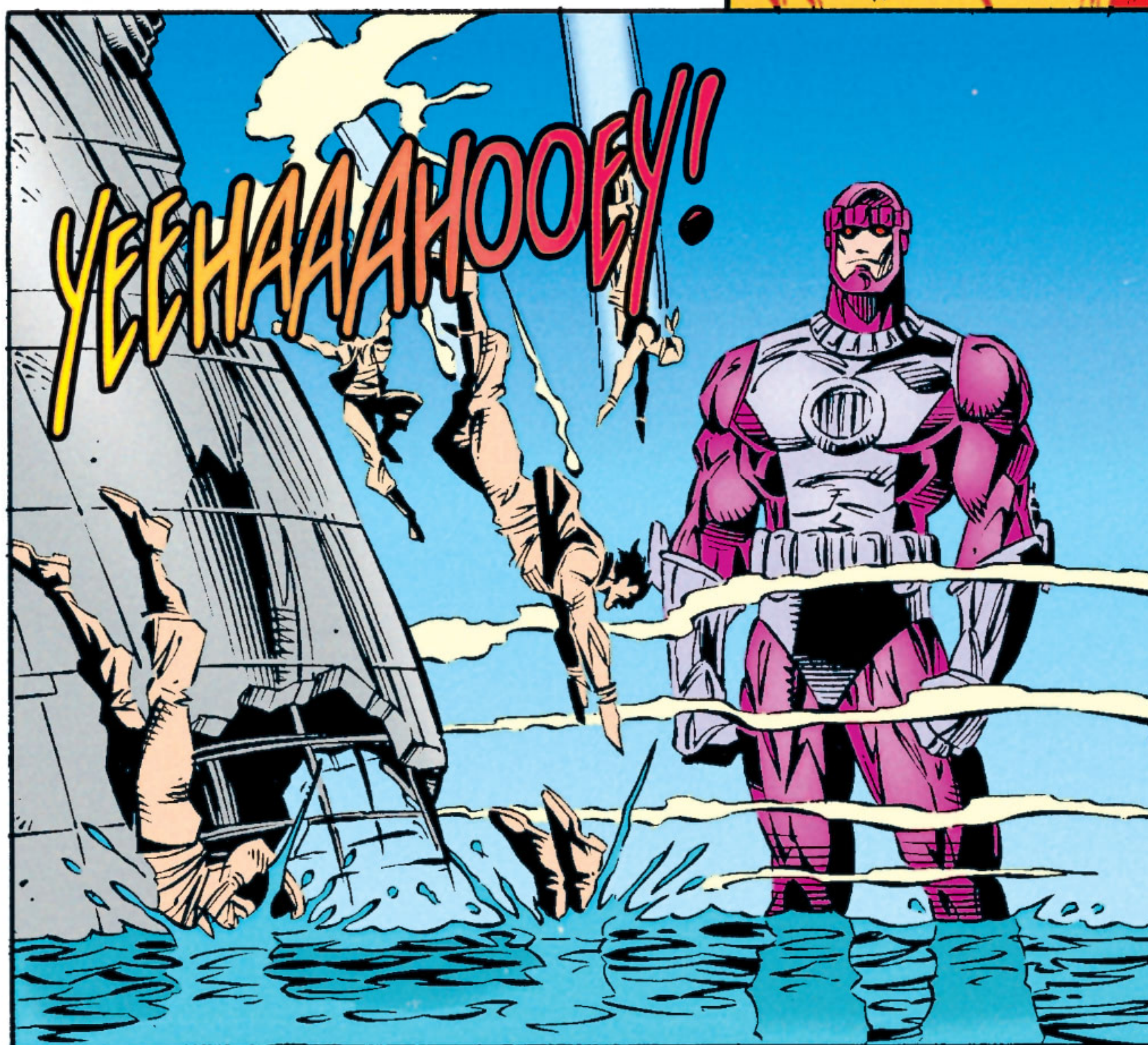


AND
THE TIME
IS...

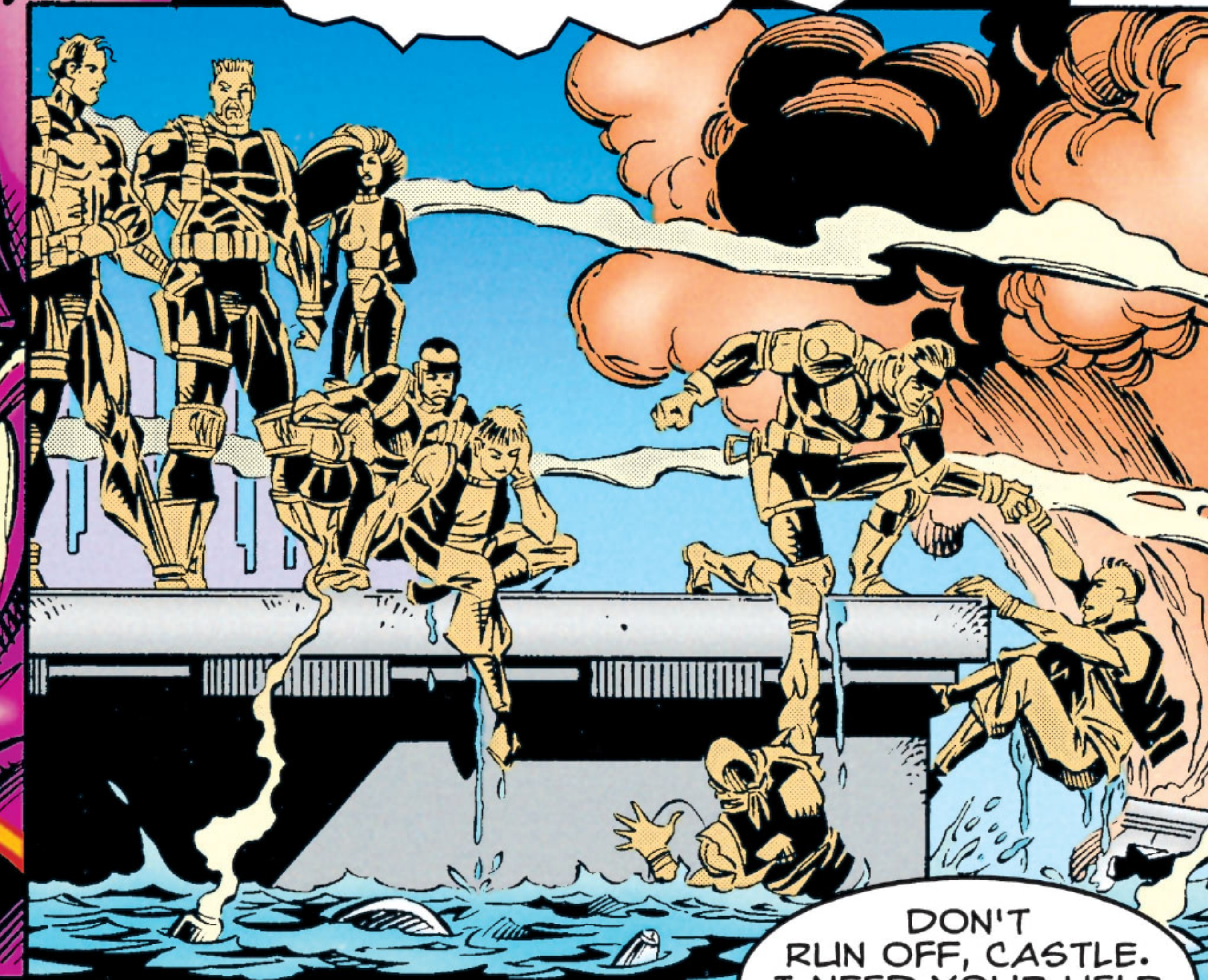
...LATER
THAN I
THOUGHT!



GET
OUTTA HERE!
THE CHUMPS
ACTUALLY WIRED
TH' PLACE TO
EXPLODE!



Entry 220 -- S.H.I.E.L.D. returned the Junkyard Dogs' favor by taking over their base. By the time the bedraggled Dogs made the Jersey shore, Bridge and his men were in position to take them into custody. Bridge, however, wasn't done with me yet either.





I'D SAY YOU ALREADY GOT MY HELP, BRIDGE.

DON'T PUSH IT.

WITH THESE SORRY MUTTS? UH-UH. WE'D'VE MADE IT WITH OR WITHOUT YOU.

THERE'S A NEW TERRORIST-MUTANT GROUP POPPED UP. THEY'VE ANNOUNCED A STRIKE, AND OUR TROOPS ARE NEEDED HERE IN THE CITY. WE CAN'T BE TWO PLACES AT THE SAME TIME.

MAYBE YOU CAN STOP THEM FOR US.



FORGET IT! I'M NO S.H.I.E.L.D. AGENT!

WHATEVER **BIG** IS GOING DOWN IS GOING DOWN **HERE!**

WHATEVER'S HAPPENING HERE, A MAN WITH JUST TWIN .45s ISN'T GOING TO MAKE ANY DIFFERENCE TO IT. THIS OTHER -- YOU MIGHT. AND YOU OWE S.H.I.E.L.D.!



YOU KILLED NICK FURY WHEN HE WAS TRYING TO HELP YOU. YEAH, YOU WERE DRUGGED, OUT OF YOUR MIND, ALL THAT.

IF YOU WERE ANY OTHER PERSON, FURY WOULDN'T BE DEAD.

YOU DO OWE S.H.I.E.L.D.!



NOW WHAT THE DEVIL ARE THEY TALKING ABOUT?



Entry D -- I couldn't argue. He was right. And I believe in payback.

ALL RIGHT, BRIDGE. I'LL WORK IT OFF AND THEN WE'RE QUIT.

NEXT: DEAD EYE!

MARVEL
COMICS

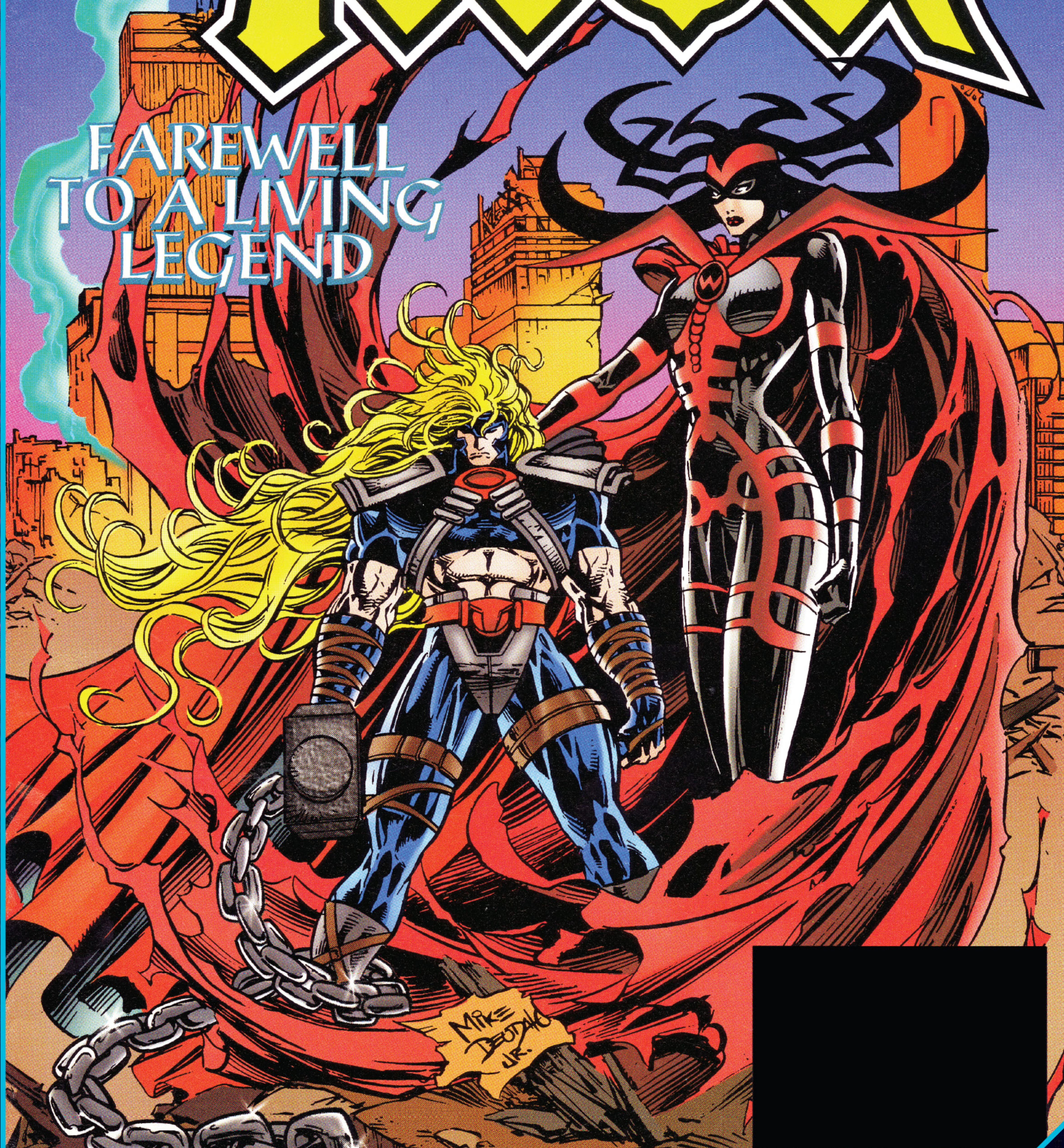


SEPT '96 502

APPROVED
BY THE
COMICS
CODE
AUTHORITY

THOR

FAREWELL
TO A LIVING
LEGEND



IT WAS THREE DAYS AGO THAT WE RAN FROM NEW YORK, GIVING ONSLAUGHT HIS FIRST VICTORY, AND CONTROL OF THE FATE OF EIGHT MILLION SOULS. *

SINCE THEN WE HAVE BEEN LIVING LIKE RATS ON THE JERSEY SHORE, ALONG WITH MOST OF THE POPULATION OF THREE STATES. ALL HAVE BEEN STRIPPED OF THEIR POWER BY THE ELECTROMAGNETIC PULSE CREATED BY OUR FOE.

RED NORVELL, A HUMAN GIFTED WITH POWERS THE EQUAL TO MINE, THE POWERS OF THOR, HAS STAYED WITH ME, AS WE PLAN OUR NEXT MOVE...

THOR... I HEARD YOU LAST NIGHT... CHANTING. SOUNDED LIKE MAGIC.

OF A SORT. I WAS TRYING TO INVOKE **BERSERKER RAGE**. THAT'S THE MINDLESS BATTLE PASSION THAT INCREASES THE **WARRIOR'S STRENGTH** TENFOLD.

Uh-huh. ANY LUCK?

MY BLOOD REMAINS AS COOL AS ICE. ALTHOUGH THE **RAGE** MAY BE MY ONLY HOPE IN DEFEATING ONSLAUGHT, I CANNOT BRING IT ON. PERHAPS AFTER YEARS OF TRYING I HAVE FINALLY BECOME **HUMAN...**

...TOO HUMAN TO FIGHT AS A GOD MUST FIGHT!

BILL MESSNER-LOEBS
WRITER

MIKE DEODATO JR.
PENCIL ART

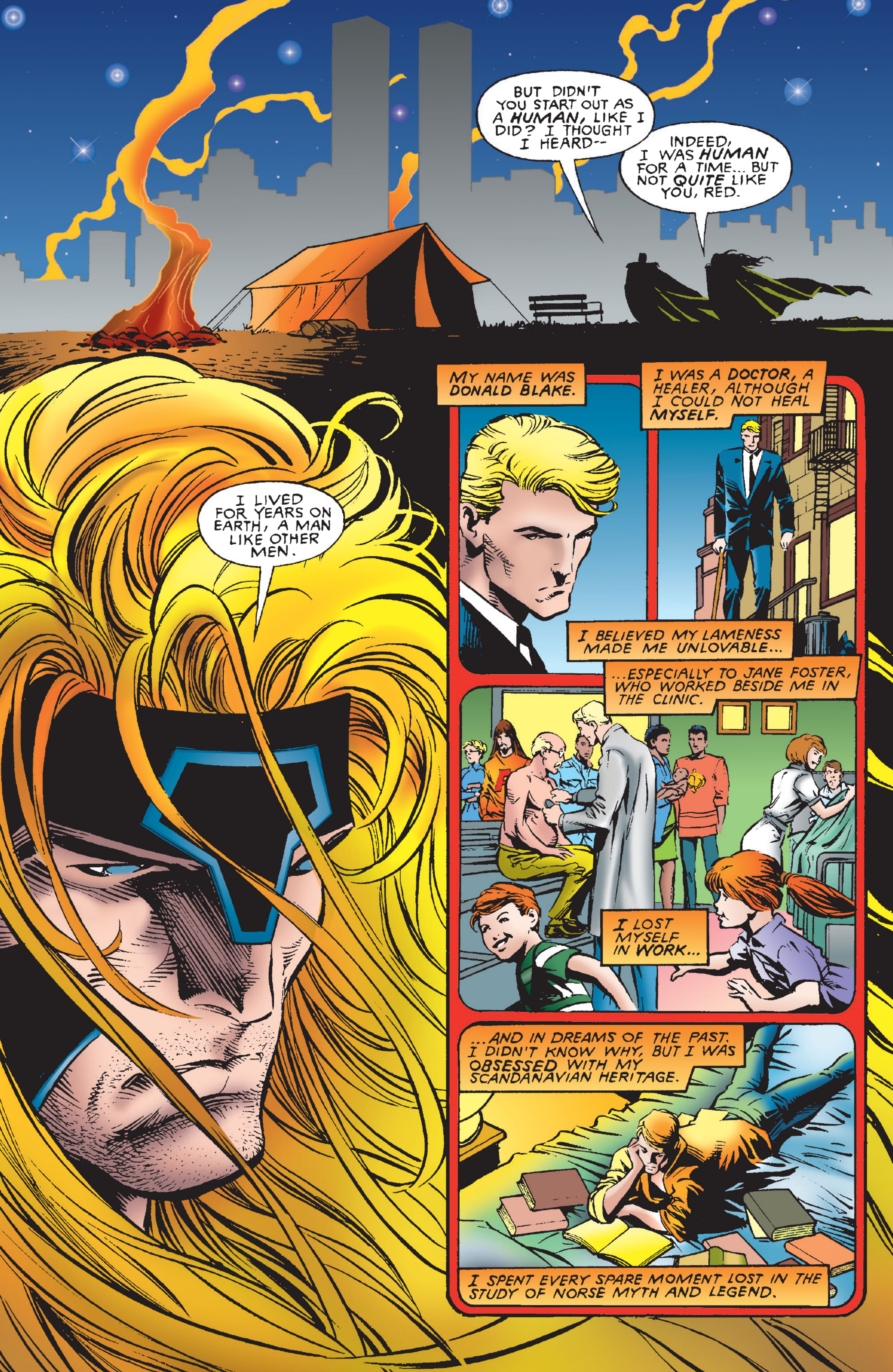
DEODATO STUDIOS
INKS

J. BABCOCK: LETTERS
MARIE JAVINS: COLORS
MALIBU: COLOR ENHANCEMENTS
BOBBIE CHASE: EDITOR
BOB HARRAS: EDITOR IN CHIEF

STAN LEE PRESENTS...

PUTTING ON THE BEAR SHIRT

FOR ONSLAUGHT EVENTS LEADING UP TO THIS, SEE UNCANNY X-MEN #336.



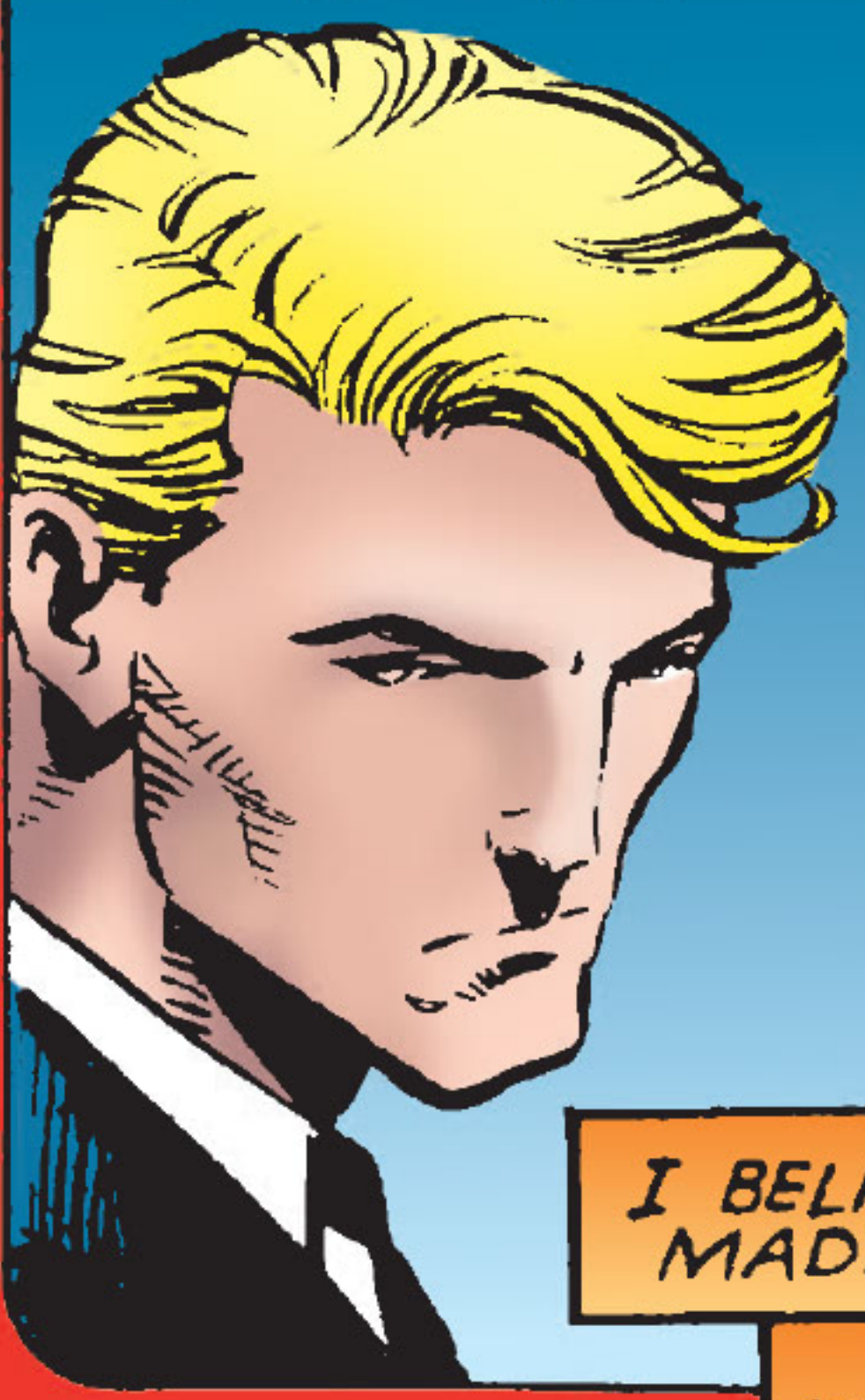
BUT DIDN'T YOU START OUT AS A **HUMAN**, LIKE I DID? I THOUGHT I HEARD--

INDEED, I WAS **HUMAN** FOR A TIME... BUT NOT **QUITE** LIKE YOU, RED.

I LIVED FOR YEARS ON EARTH, A MAN LIKE OTHER MEN.

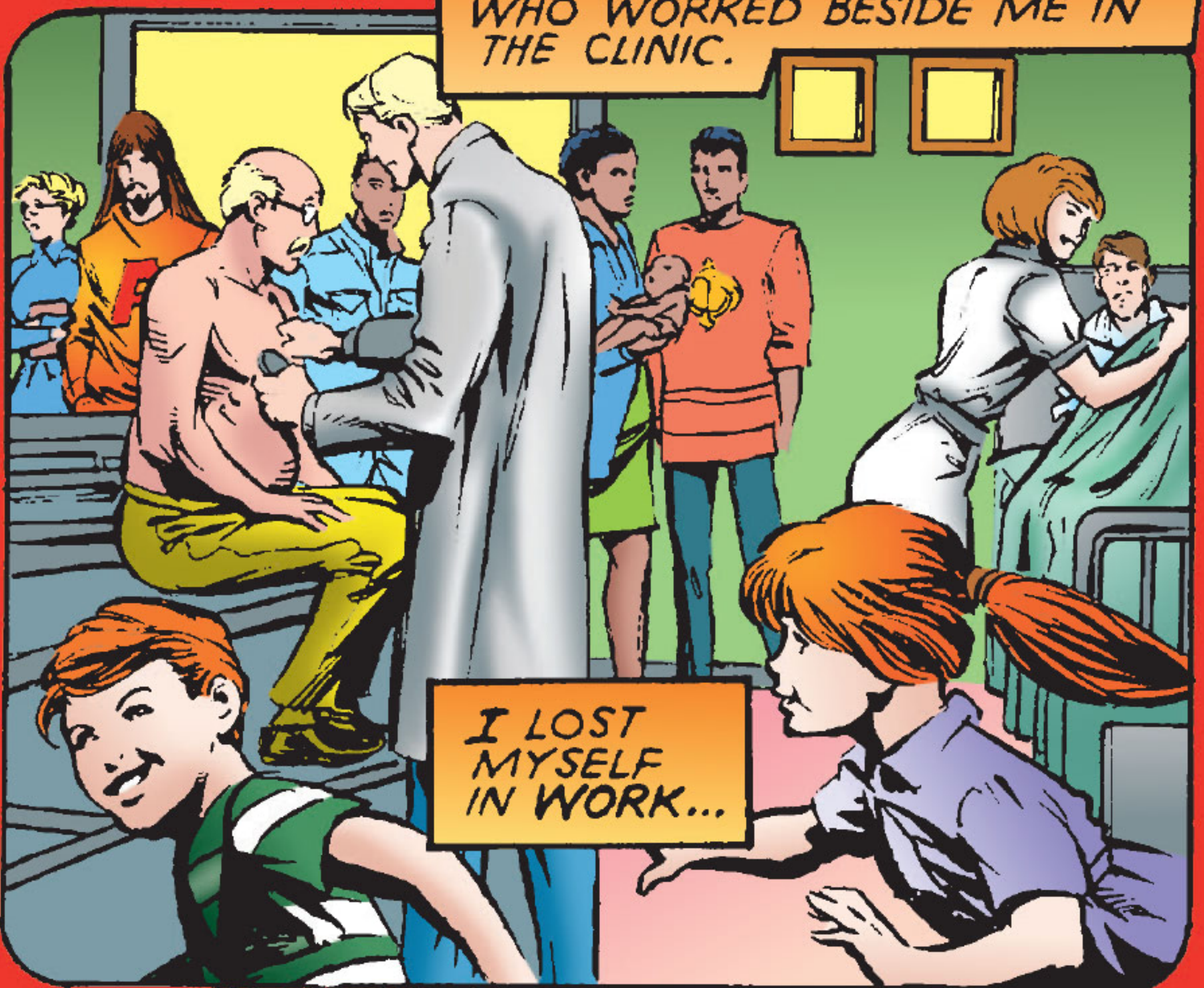
MY NAME WAS DONALD BLAKE.

I WAS A DOCTOR, A HEALER, ALTHOUGH I COULD NOT HEAL MYSELF.



I BELIEVED MY LAMENESS MADE ME UNLOVABLE...

...ESPECIALLY TO JANE FOSTER, WHO WORKED BESIDE ME IN THE CLINIC.



I LOST MYSELF IN WORK...



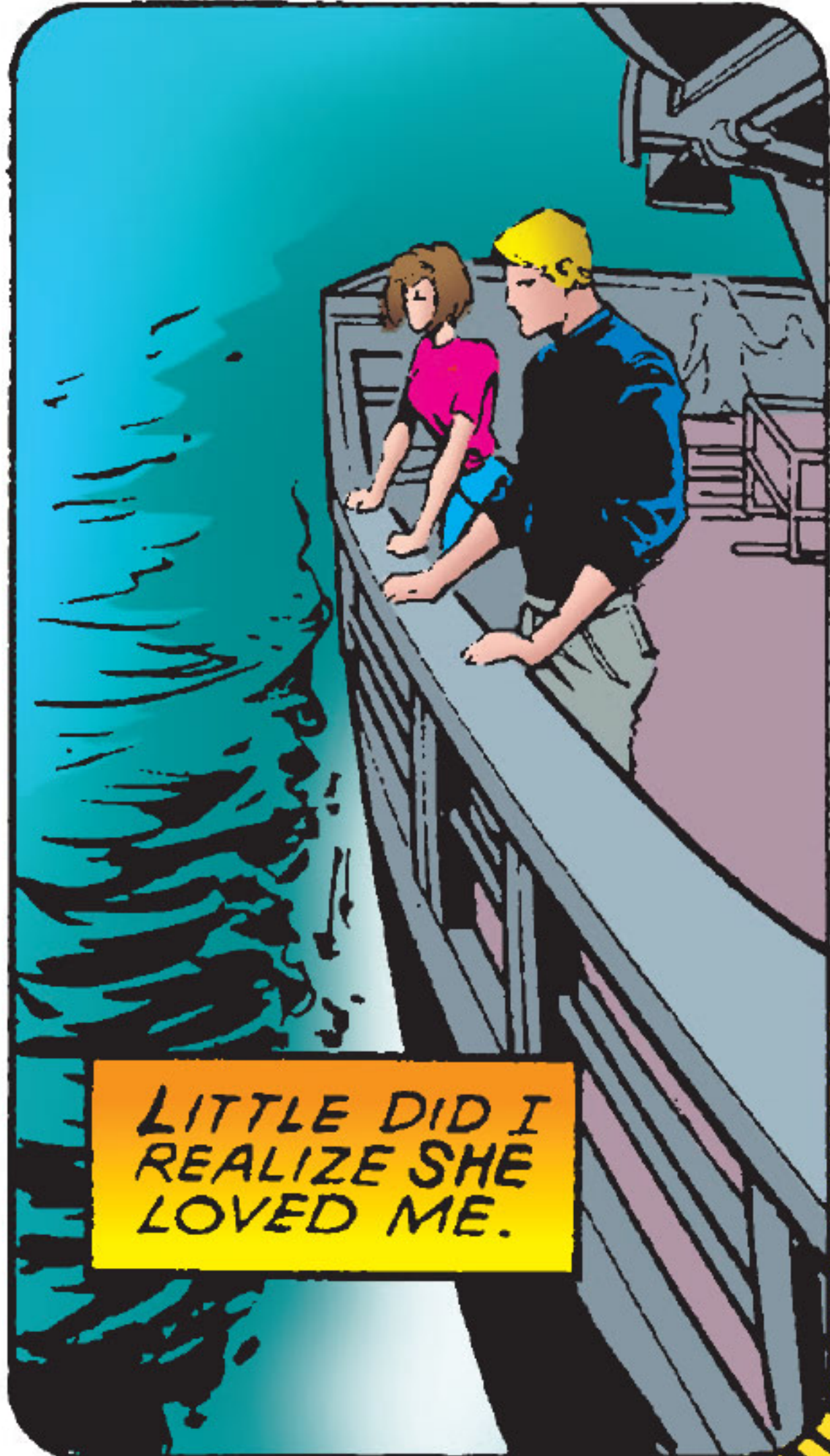
...AND IN DREAMS OF THE PAST. I DIDN'T KNOW WHY, BUT I WAS OBSESSED WITH MY SCANDANAVIAN HERITAGE.

I SPENT EVERY SPARE MOMENT LOST IN THE STUDY OF NORSE MYTH AND LEGEND.

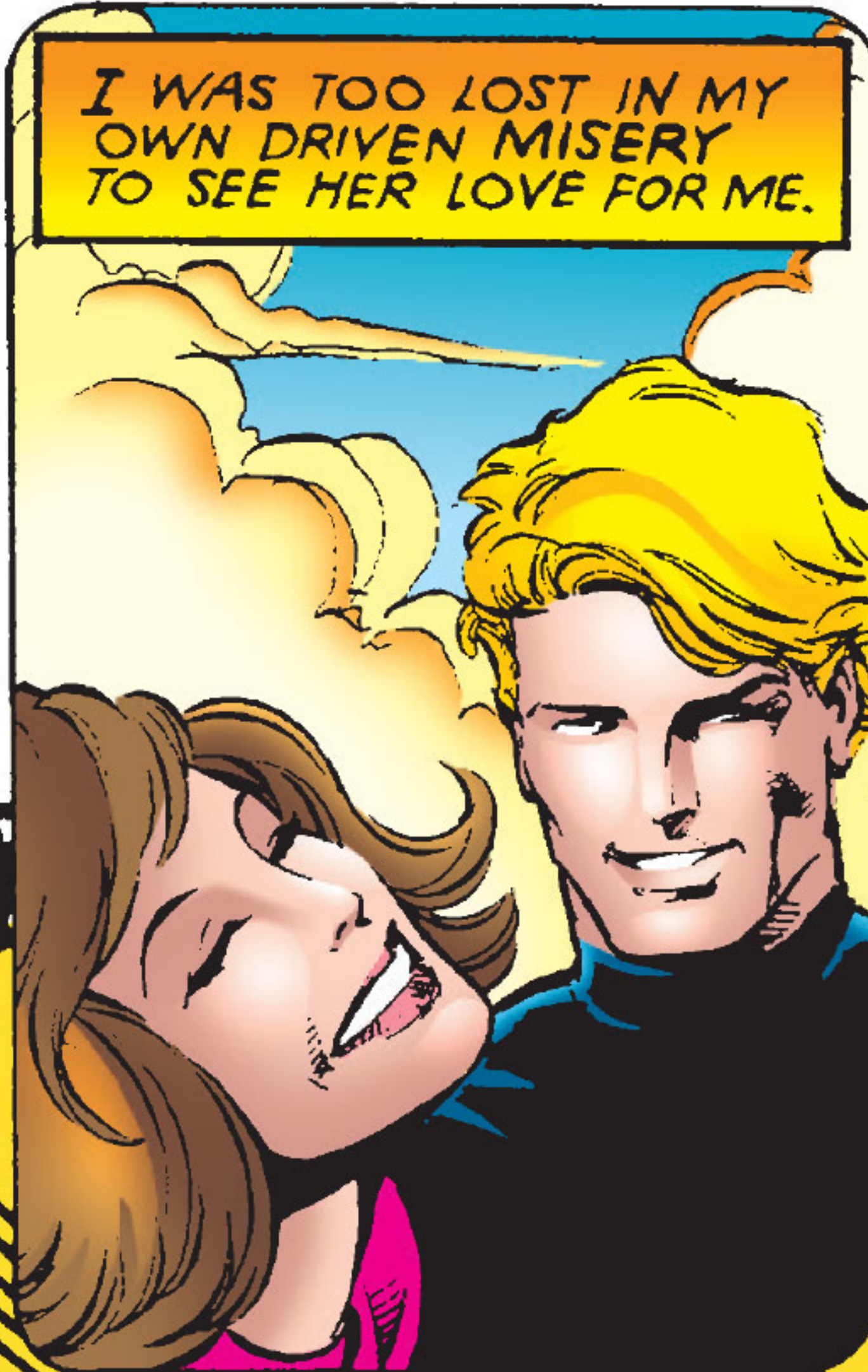


AT LAST I WAS
ABLE TO AFFORD
A TRIP TO THE
BLEAK HILLS AND
TWISTED FJORDS
OF NORWAY.

MUCH TO MY
SURPRISE, JANE
CAME WITH ME.



LITTLE DID I
REALIZE SHE
LOVED ME.



I WAS TOO LOST IN MY
OWN DRIVEN MISERY
TO SEE HER LOVE FOR ME.



ONE DAY I BECAME CONFUSED
WHILE HIKING AND STUMBLED
UPON AN ANCIENT CAVE.



WITHIN THE CAVE WAS
A CANE, WITH RUNES
CARVED INTO IT.

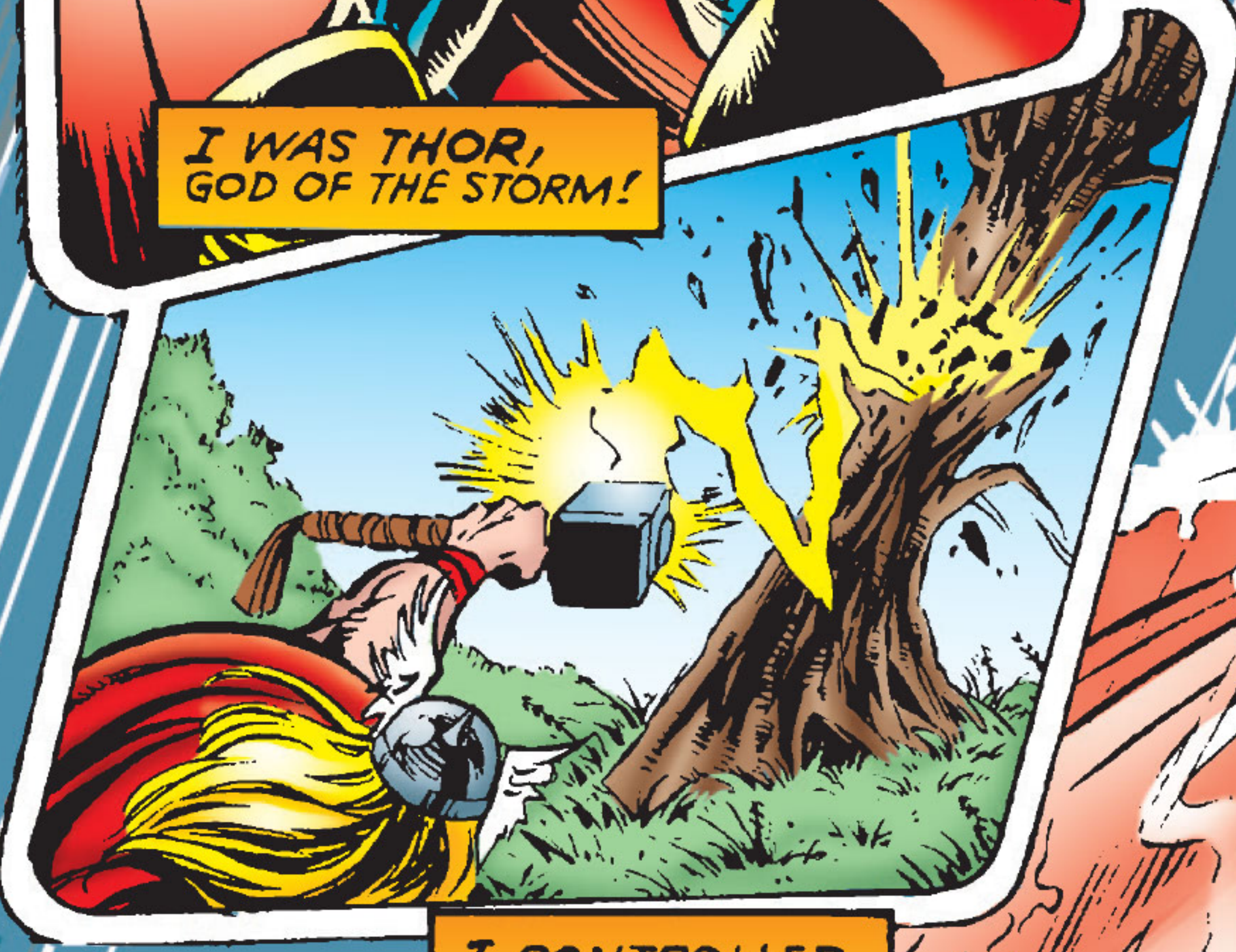


I STRUCK
IT ON THE
GROUND...

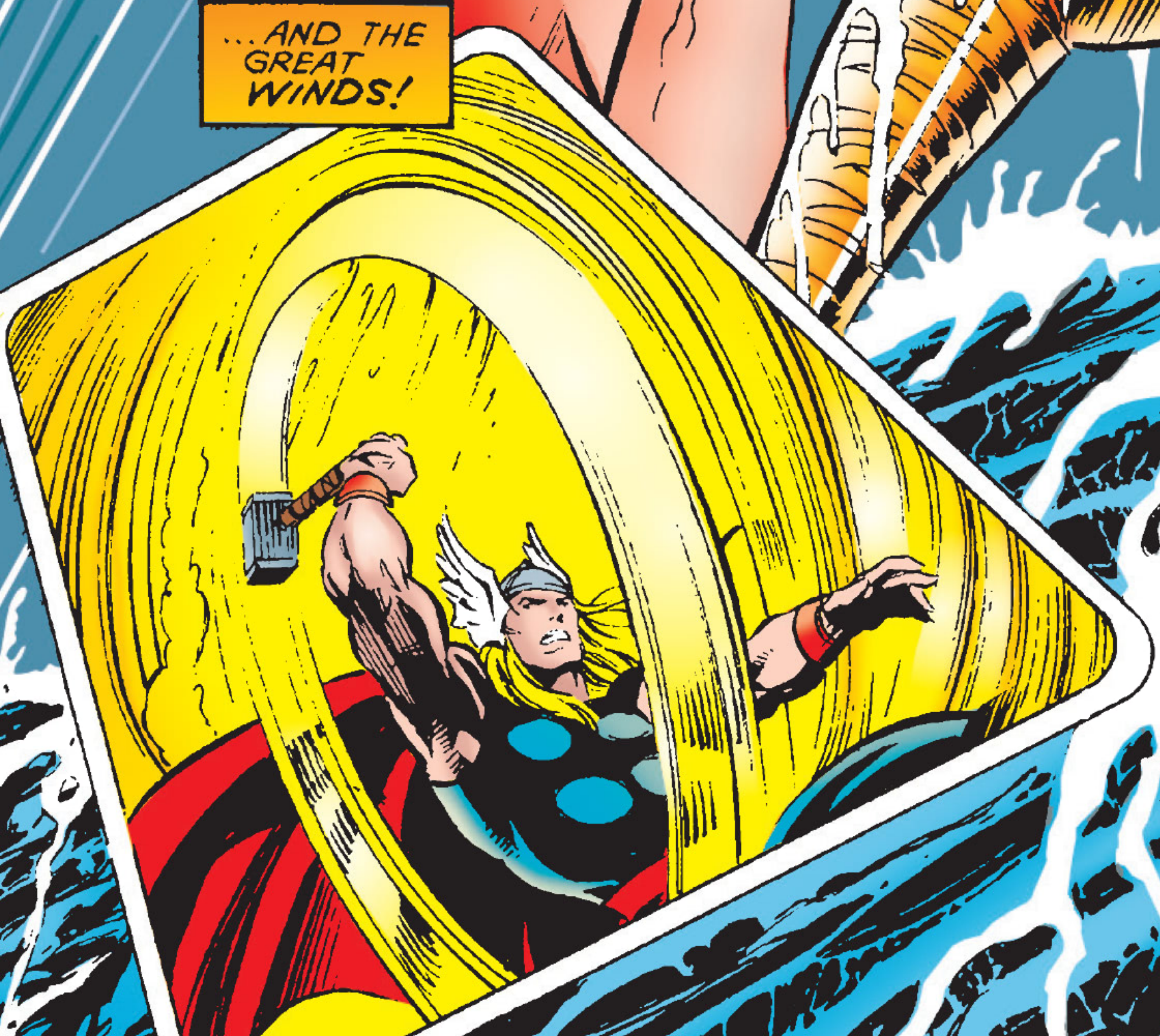
...AND ALL THE
POWER OF THE
UNIVERSE FLOW-
ED THROUGH ME.



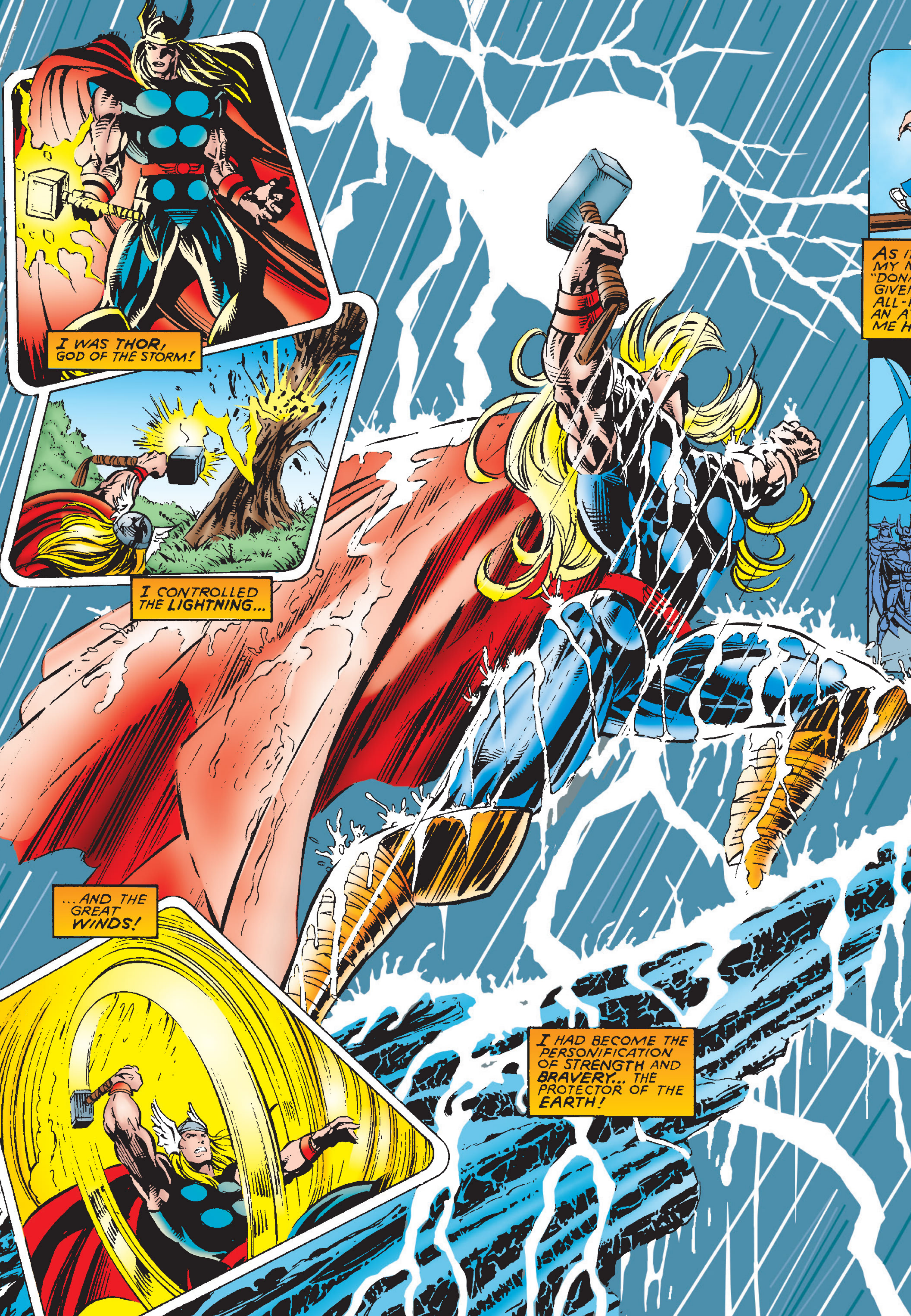
I WAS THOR,
GOD OF THE STORM!



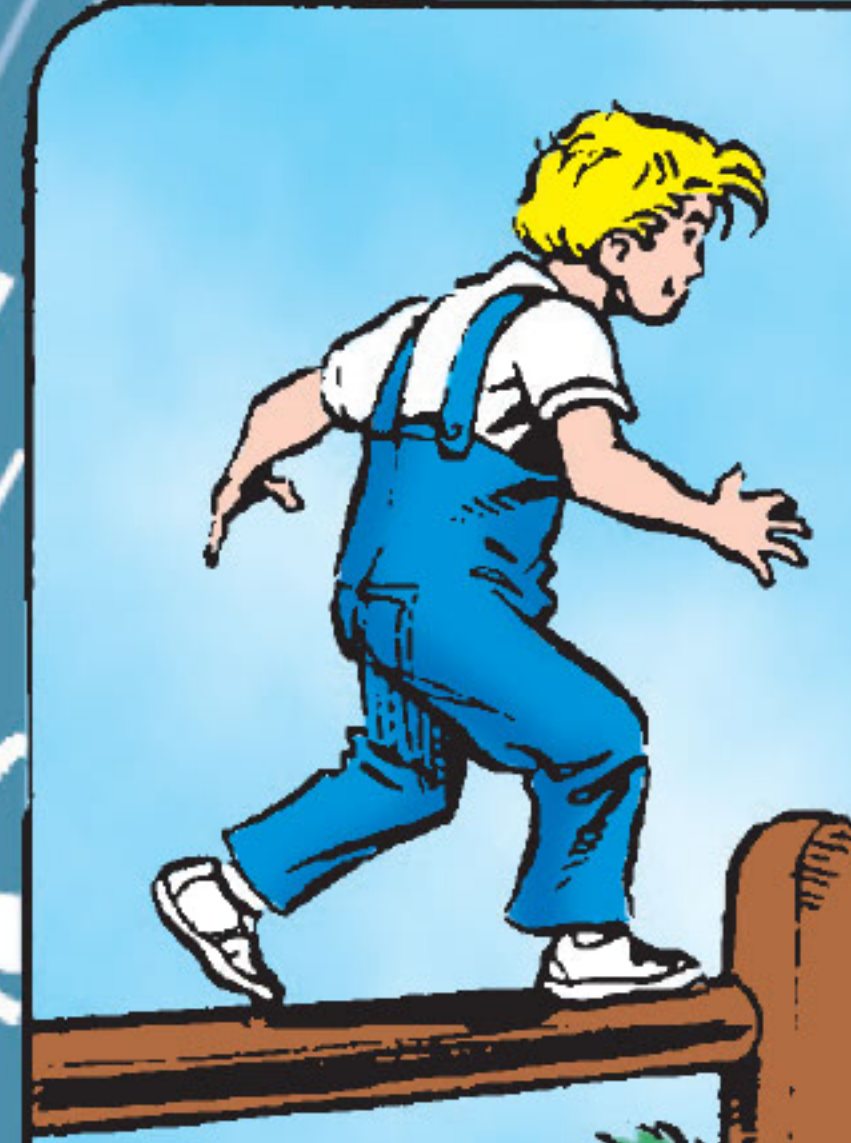
I CONTROLLED
THE LIGHTNING...



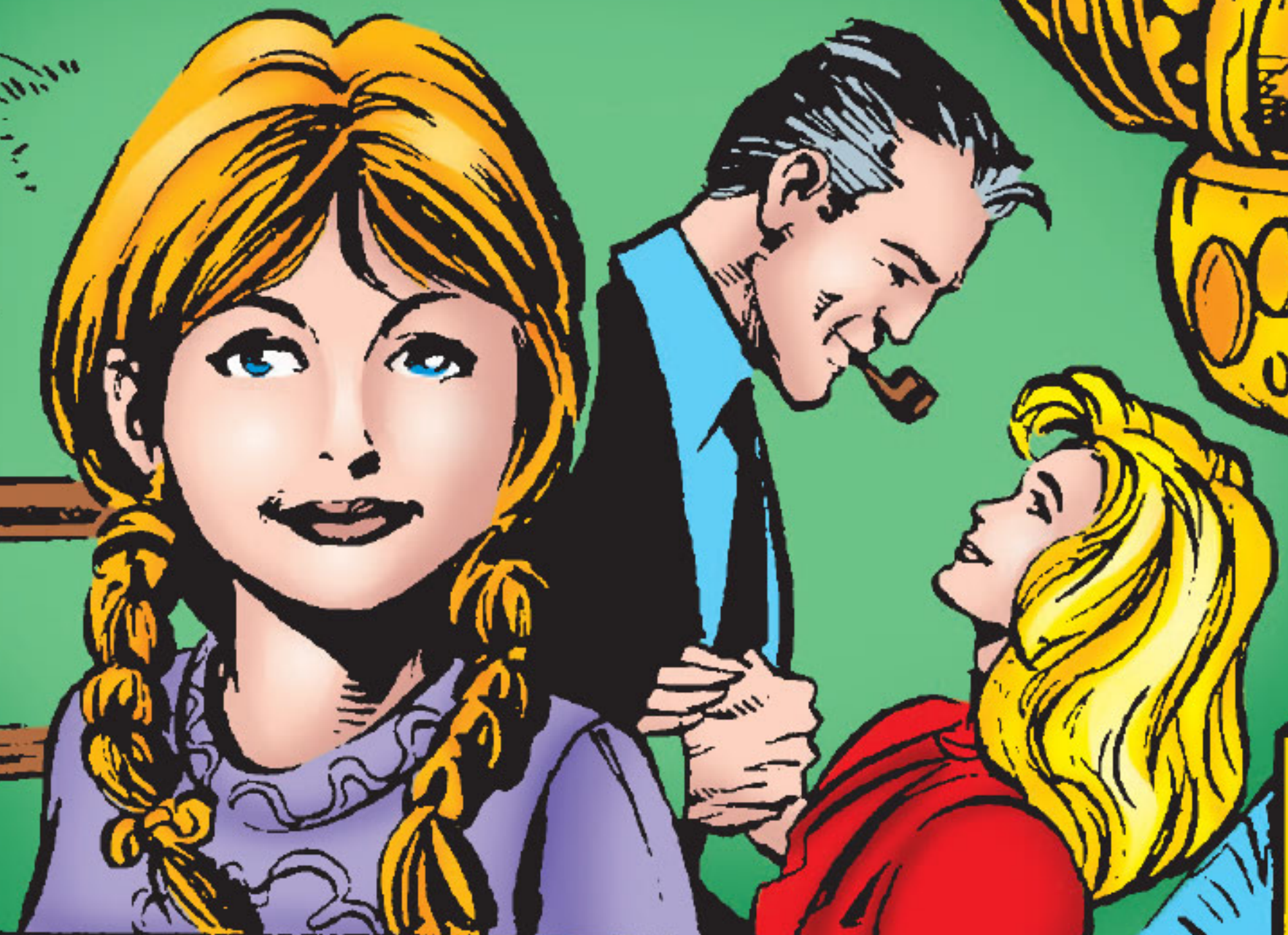
...AND THE
GREAT
WINDS!



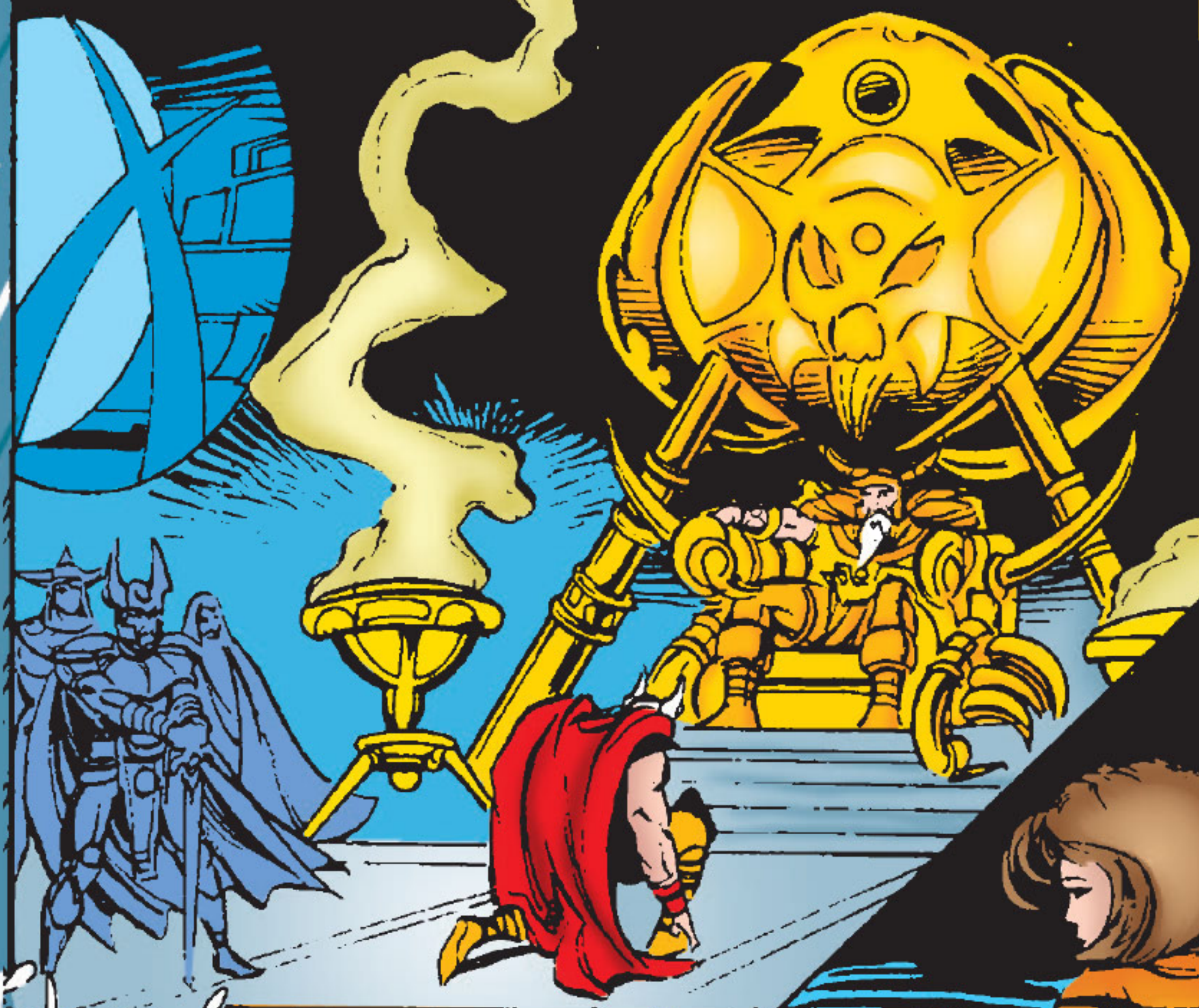
I HAD BECOME THE
PERSONIFICATION
OF STRENGTH AND
BRAVERY... THE
PROTECTOR OF THE
EARTH!



AS IT TURNED OUT ALL
MY MEMORIES OF
"DONALD BLAKE" WERE
GIVEN TO ME BY THE
ALL-FATHER, ODIN, IN
AN ATTEMPT TO TEACH
ME HUMILITY.



I FOUND THIS
OUT MUCH LATER.



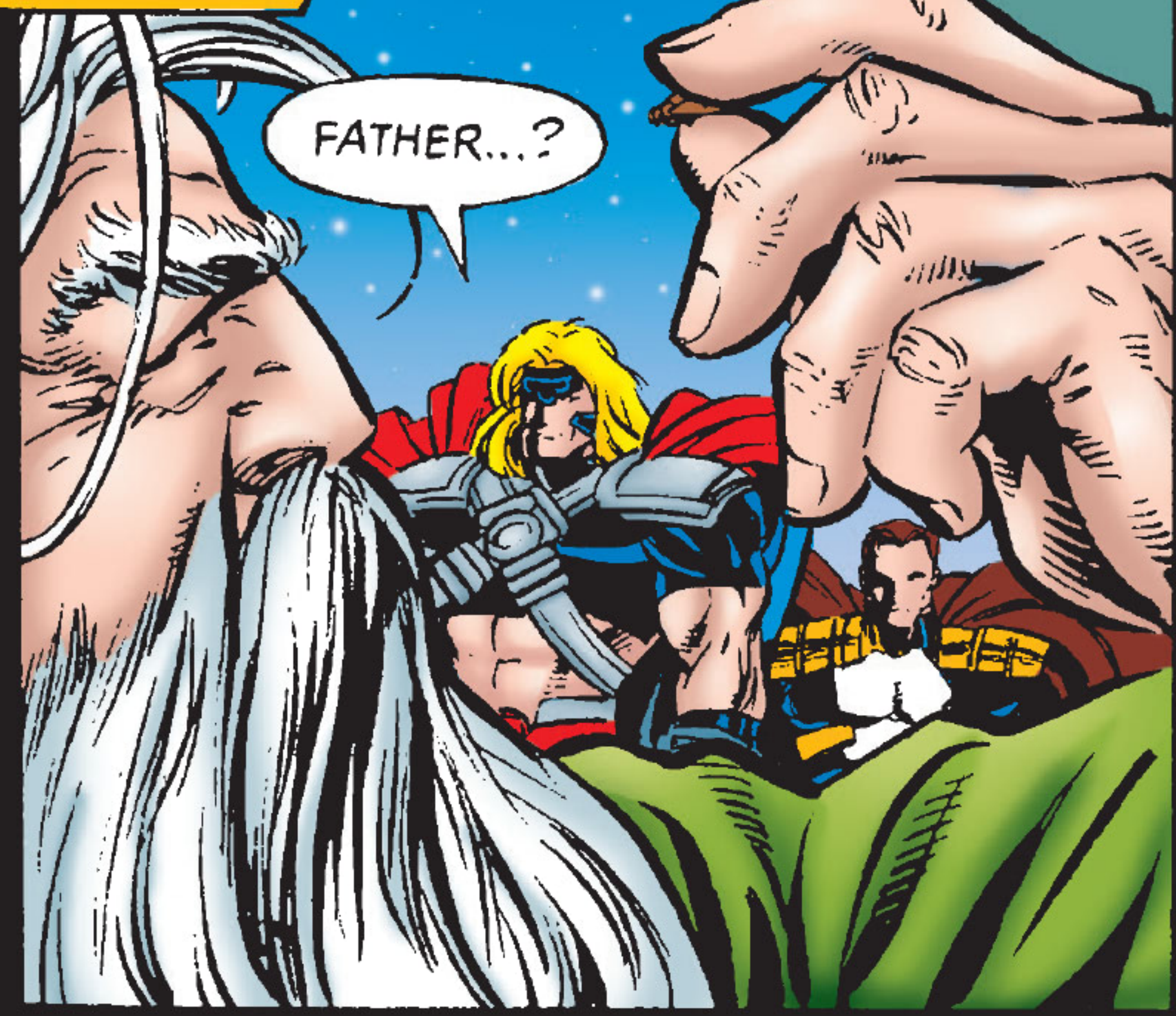
ODIN HAD GIVEN
ME A FALSE LIFE,
BUT HAD NOT
COUNTED ON THE
ATTACHMENTS I
WOULD FORM
BECAUSE OF IT.



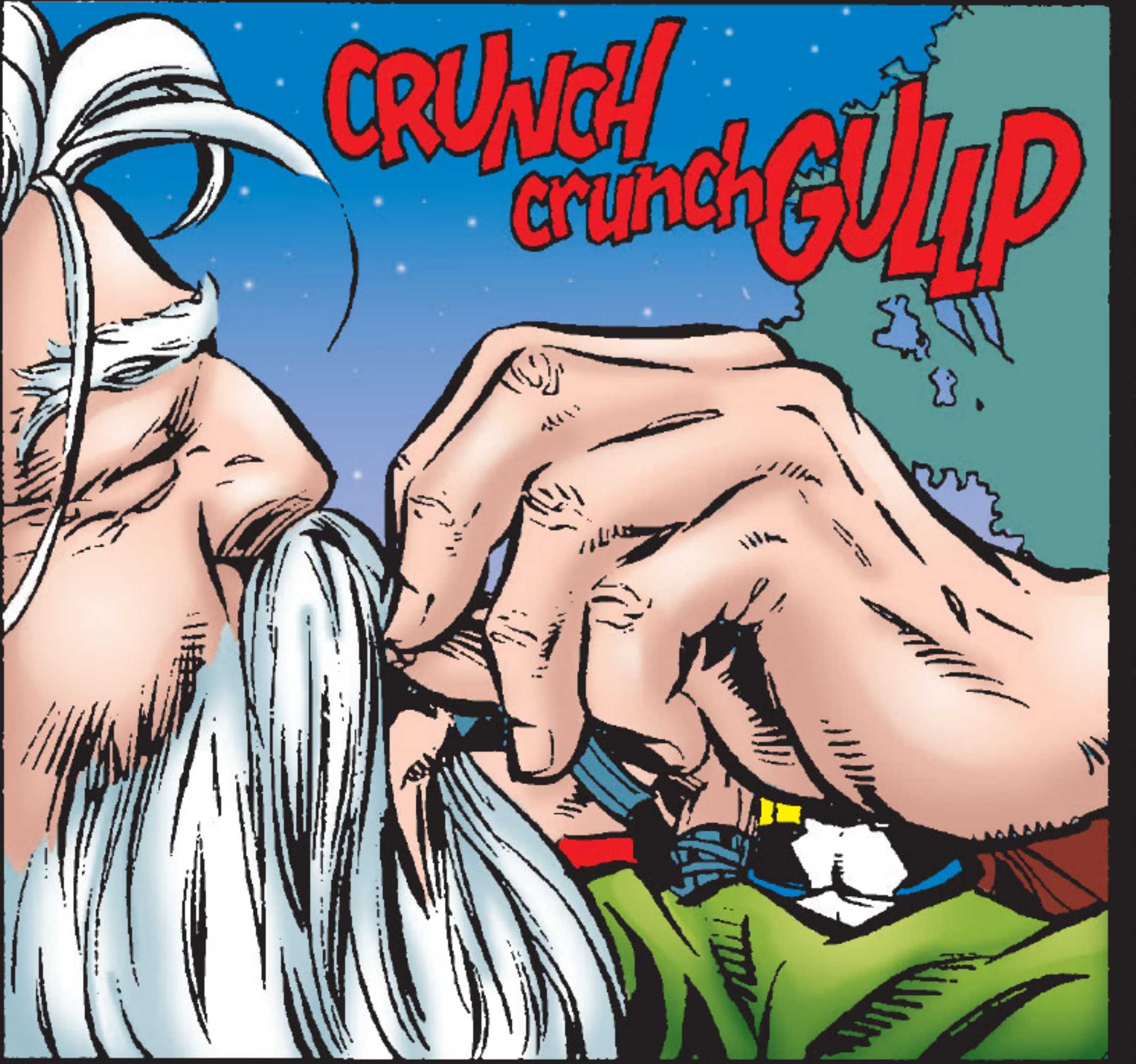
I PETITIONED ODIN TO MAKE
JANE AN IMMORTAL, BUT
HE FOUND HER WANTING
AND SENT HER AWAY...

...WHILE I
DID
NOTHING.

NOW ODIN IS
SO CHANGED
THAT I...



FATHER...?



CRUNCH
crunch GULP



FATHER, WHAT HAS HAPPENED TO YOU? HOW DID YOU GET THIS WAY?

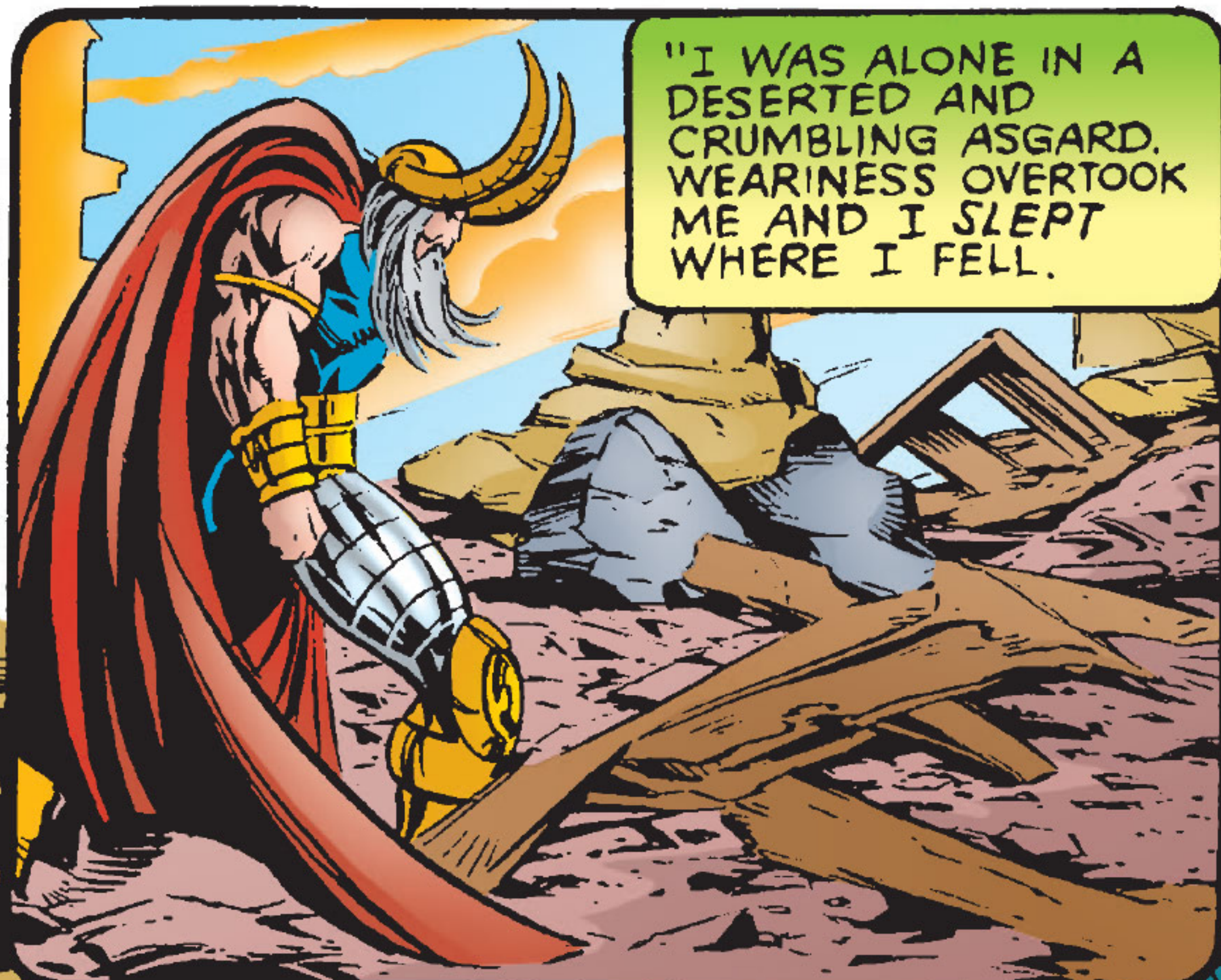


EVERYTHIN' WAS TERRIBLE... THORS ALL WERE DYING. EVERY DAY MORE OF MY PEOPLE WOULD VANISH... NOTHING I COULD DO... RAGNAROK WAS COMING...



"...I FILLED MY SWORD RAVENSEYE WITH MEMORIES OF OUR LIFE IN ASGARD--

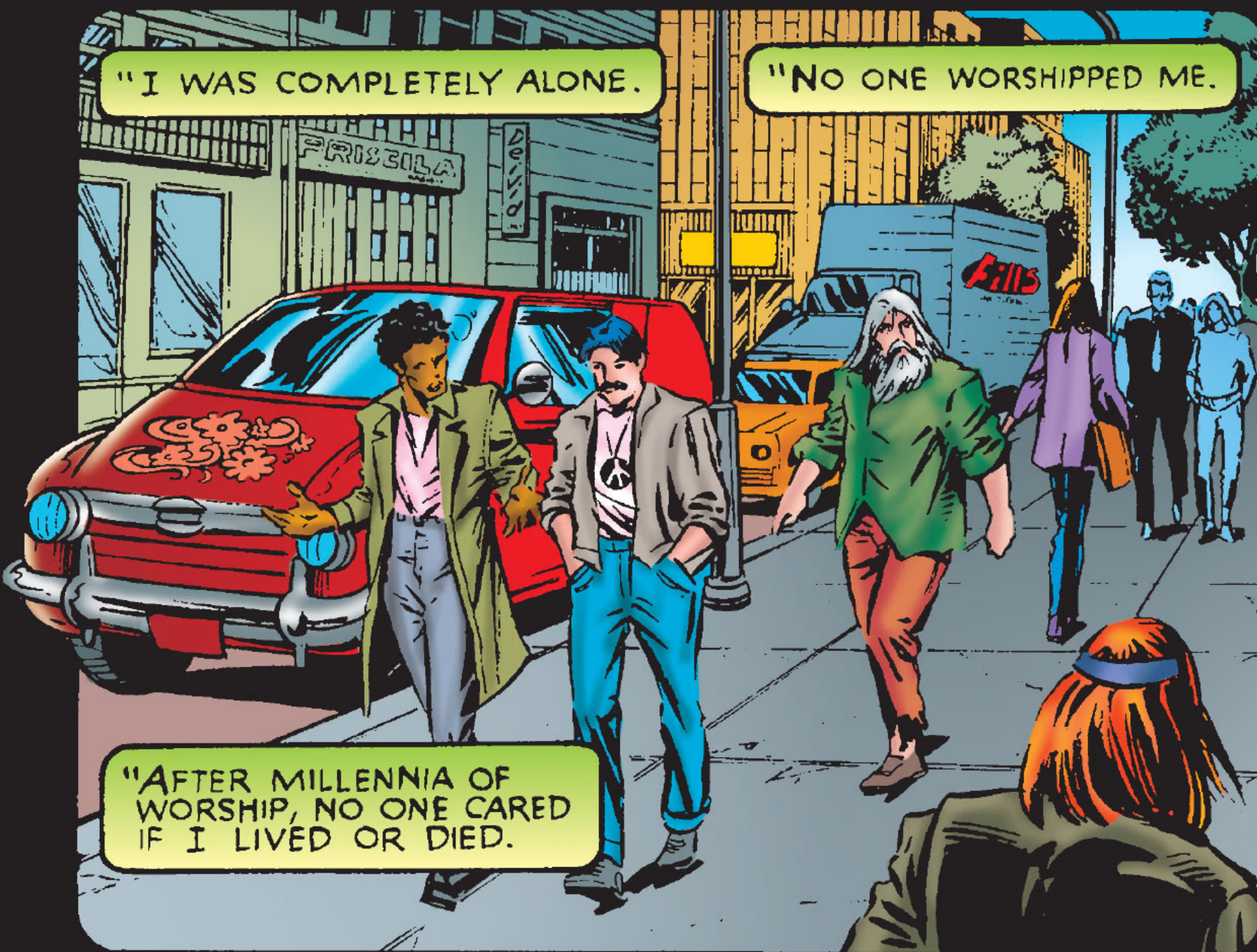
--AND HURLED IT OVER THE RAINBOW BRIDGE, INTO THE SWIRLING CHAOS BELOW.

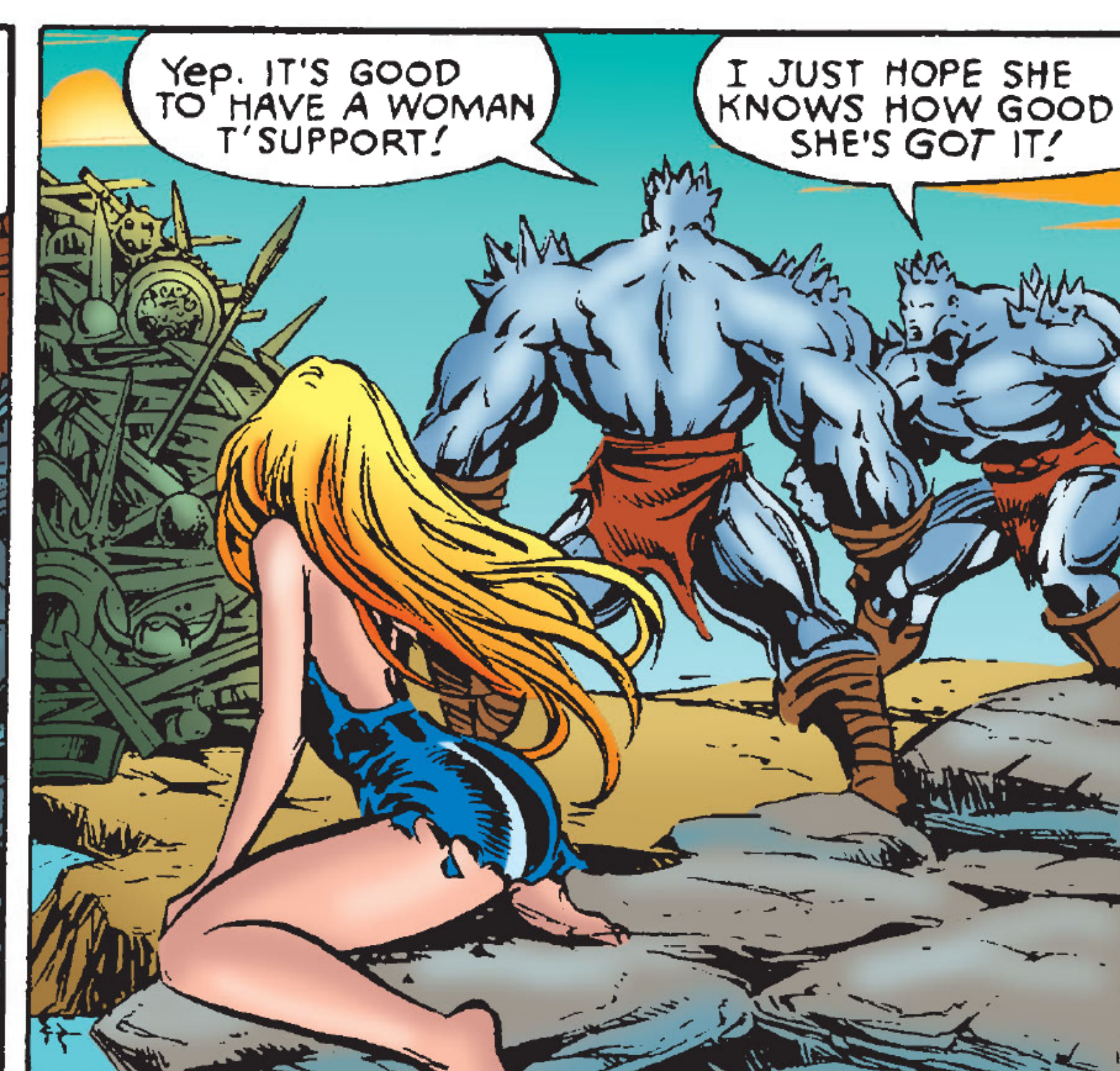
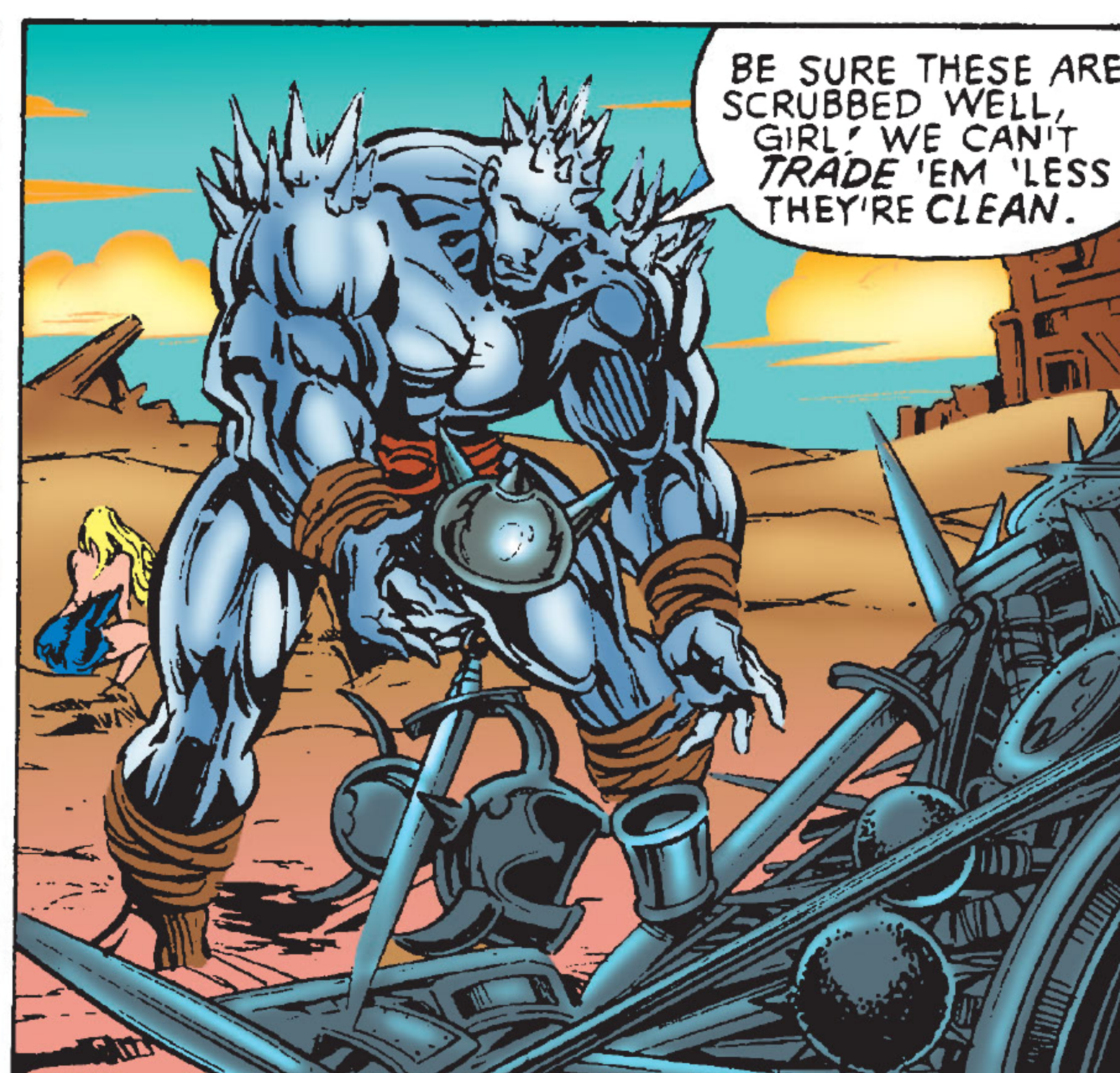
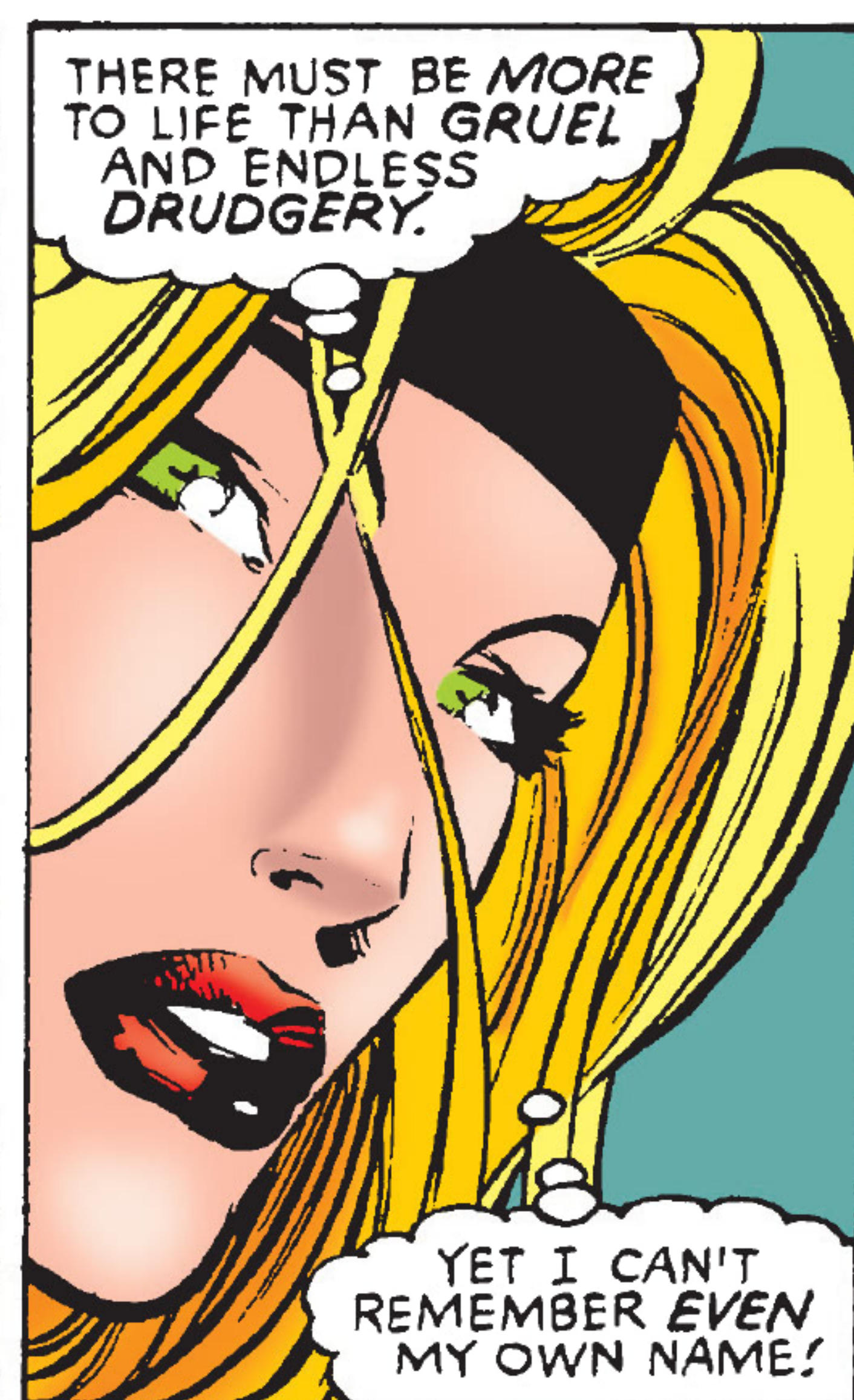
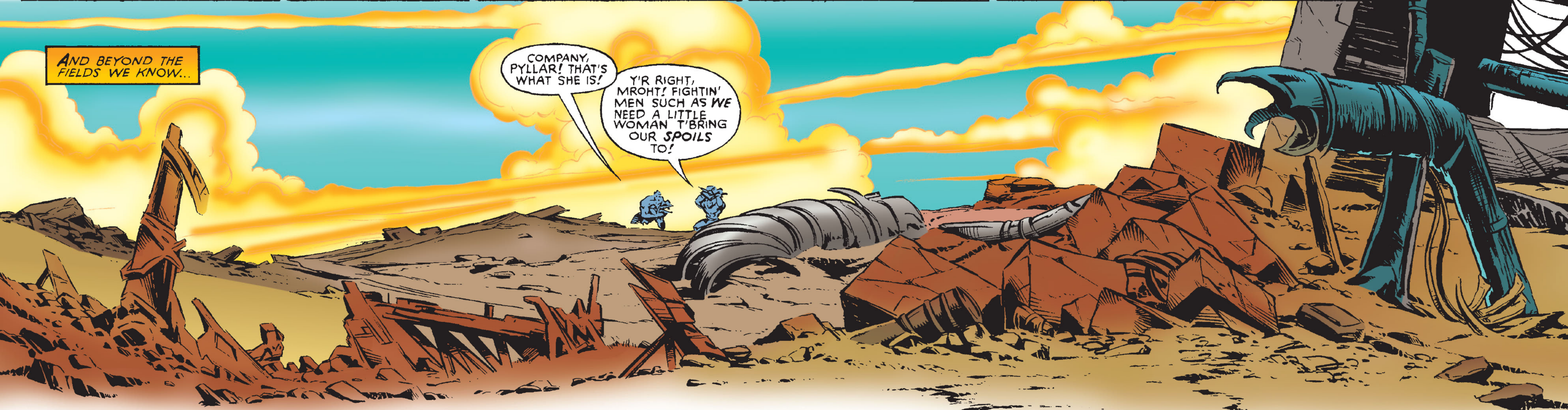
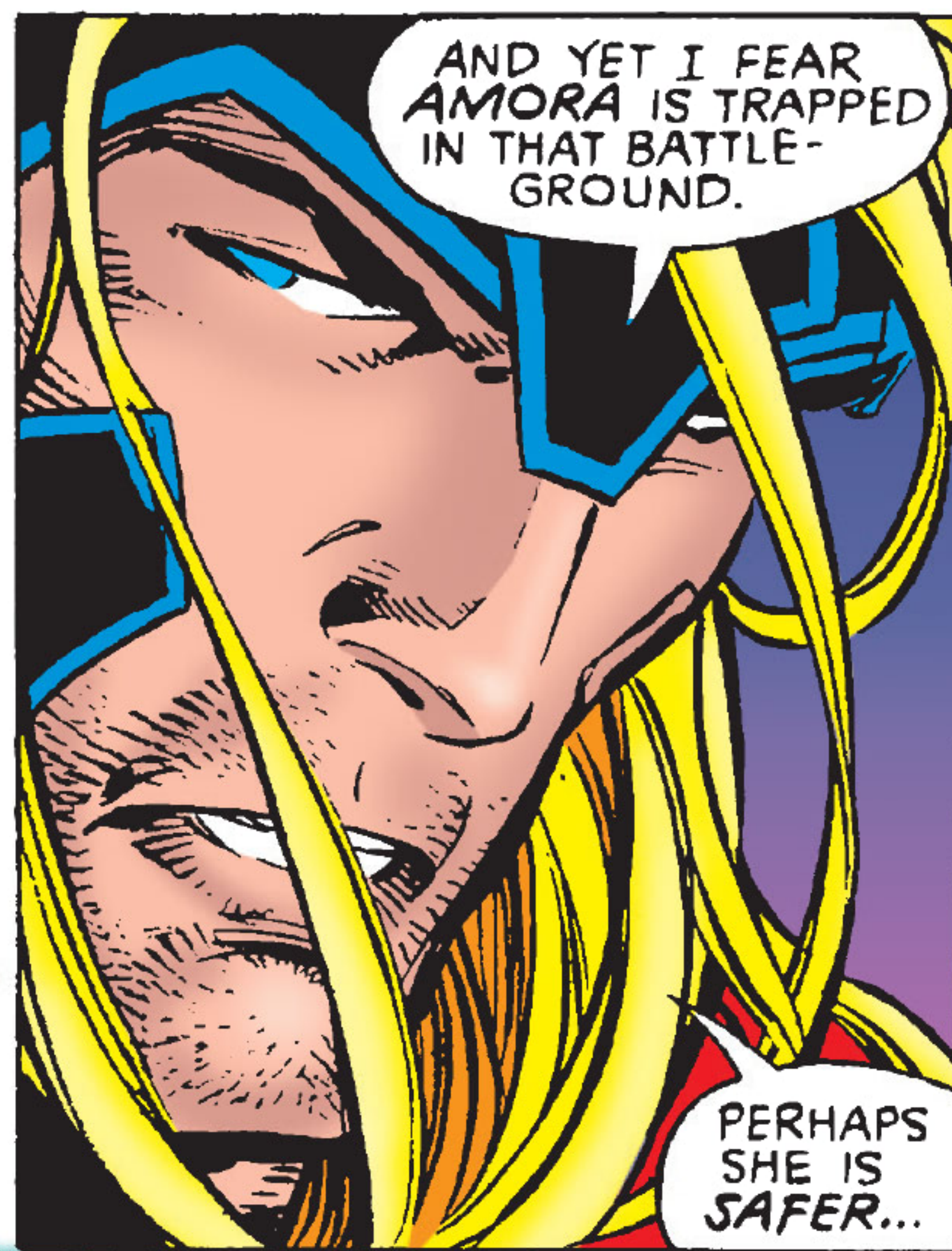
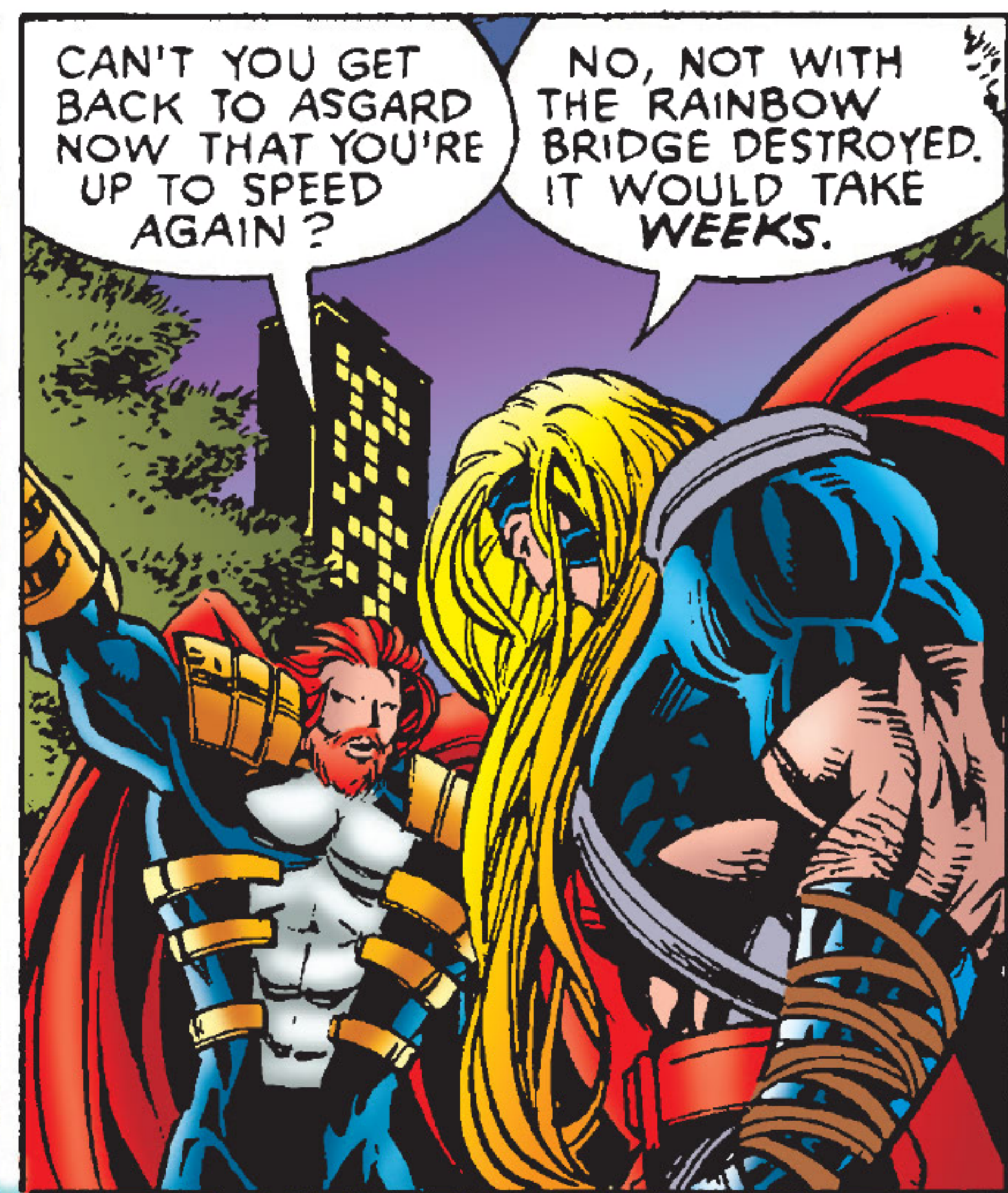


"I WAS ALONE IN A DESERTED AND CRUMBLING ASGARD. WEARINESS OVERTOOK ME AND I SLEPT WHERE I FELL.



"ONLY TO AWAKE IN A STINKING ALLEY AMONG THE HUMANS. MY ARMOR, JEWELS, WEAPONS AND BOOTS HAD BEEN STRIPPED FROM ME WHILE I SLEPT!"







Ahh, THAT WAS A GOOD LOOTING EXPEDITION, eh, BROTHERS?

Aye. I LIKE FIGHTING TROLLS!

THEY POP SO... DO YE HEAR THAT?

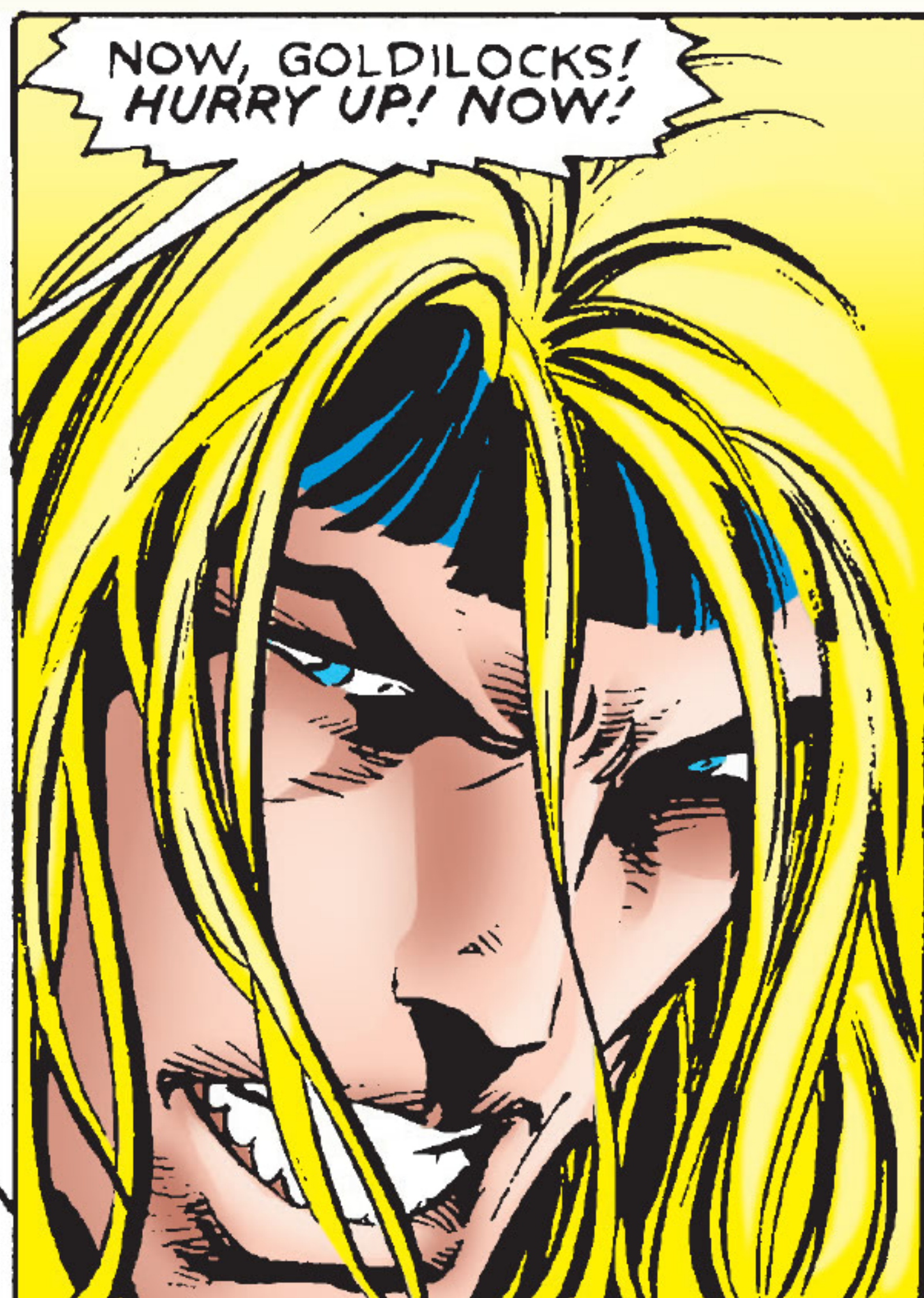
MANY YEARS AGO. A CREW OF FROST GIANTS, LOADED DOWN WITH BOOTY, MEANDER THROUGH THE ENCHANTED WOODS...



HELP ME... Oh, Please... HELP ME!

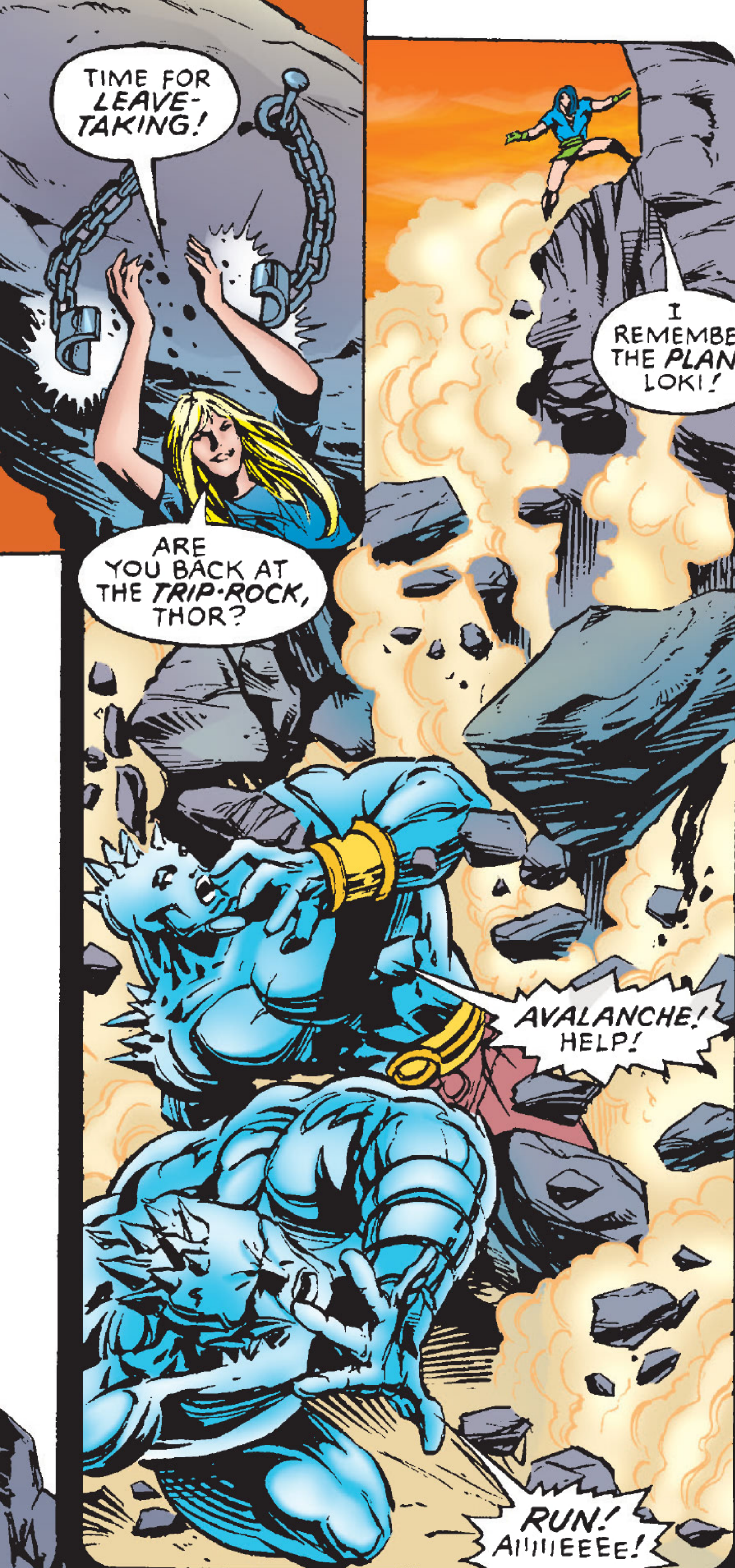


THNAT WILL "SAVE" YOU, PRETTY LADY! = snicker =



NOW, GOLDDILOCKS! HURRY UP! NOW!





TIME FOR LEAVE-TAKING!

ARE YOU BACK AT THE TRIP-ROCK, THOR?

I REMEMBER THE PLAN, LOKI!

AVALANCHE! HELP!

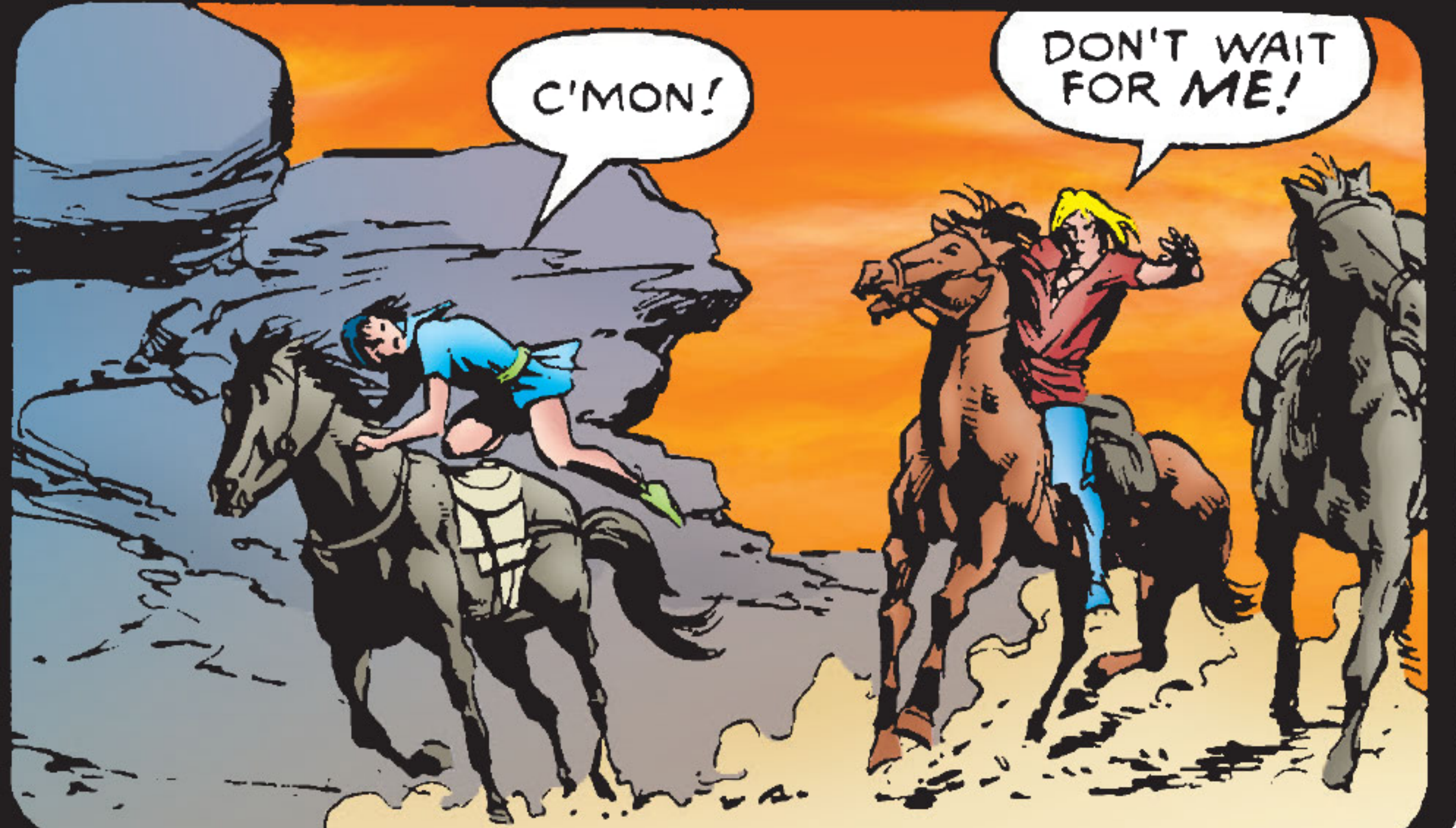
RUN! AIIIEEEE!



HAVE TO BE FASTER THAN THAT TO CATCH ME!



HERE'S A SPELL FOR YOUR TROUBLE!



C'MON!

DON'T WAIT FOR ME!



Oh-oh! LOOKS LIKE THEY DON'T HAVE PONIES TO RIDE! WE WIN!

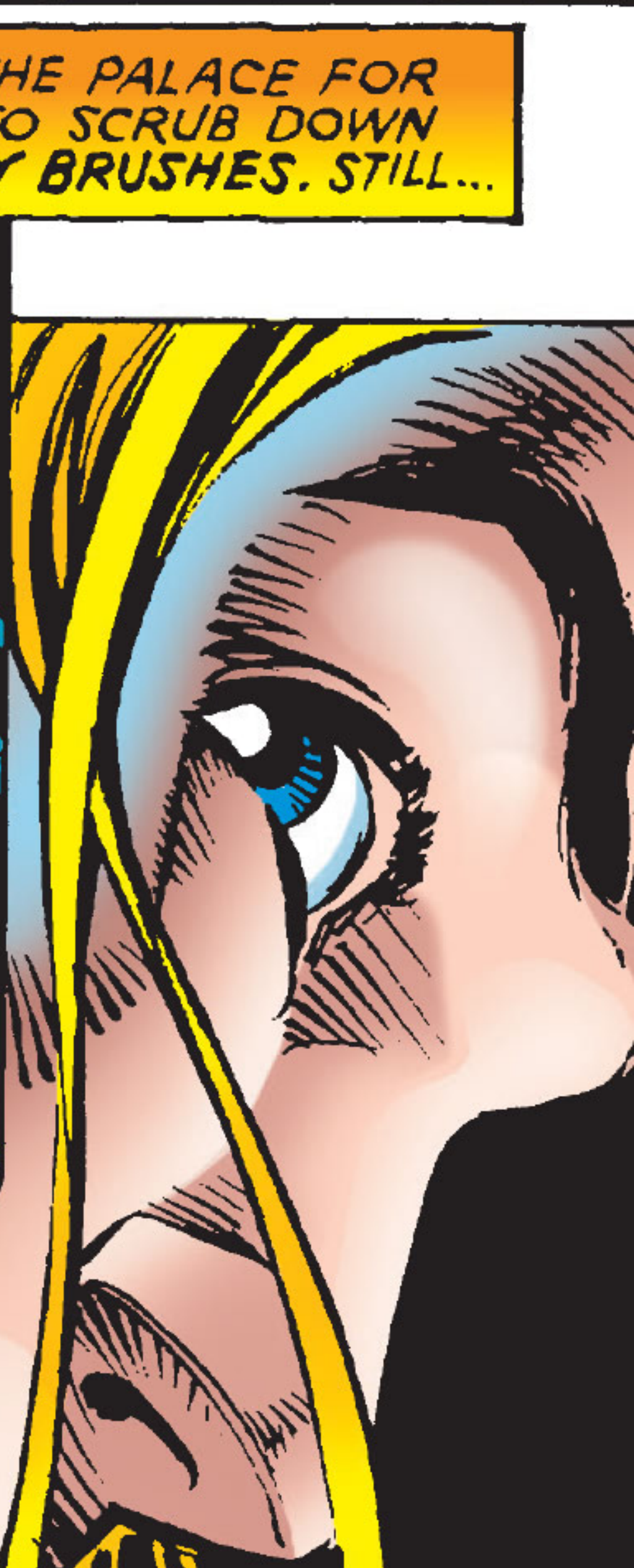
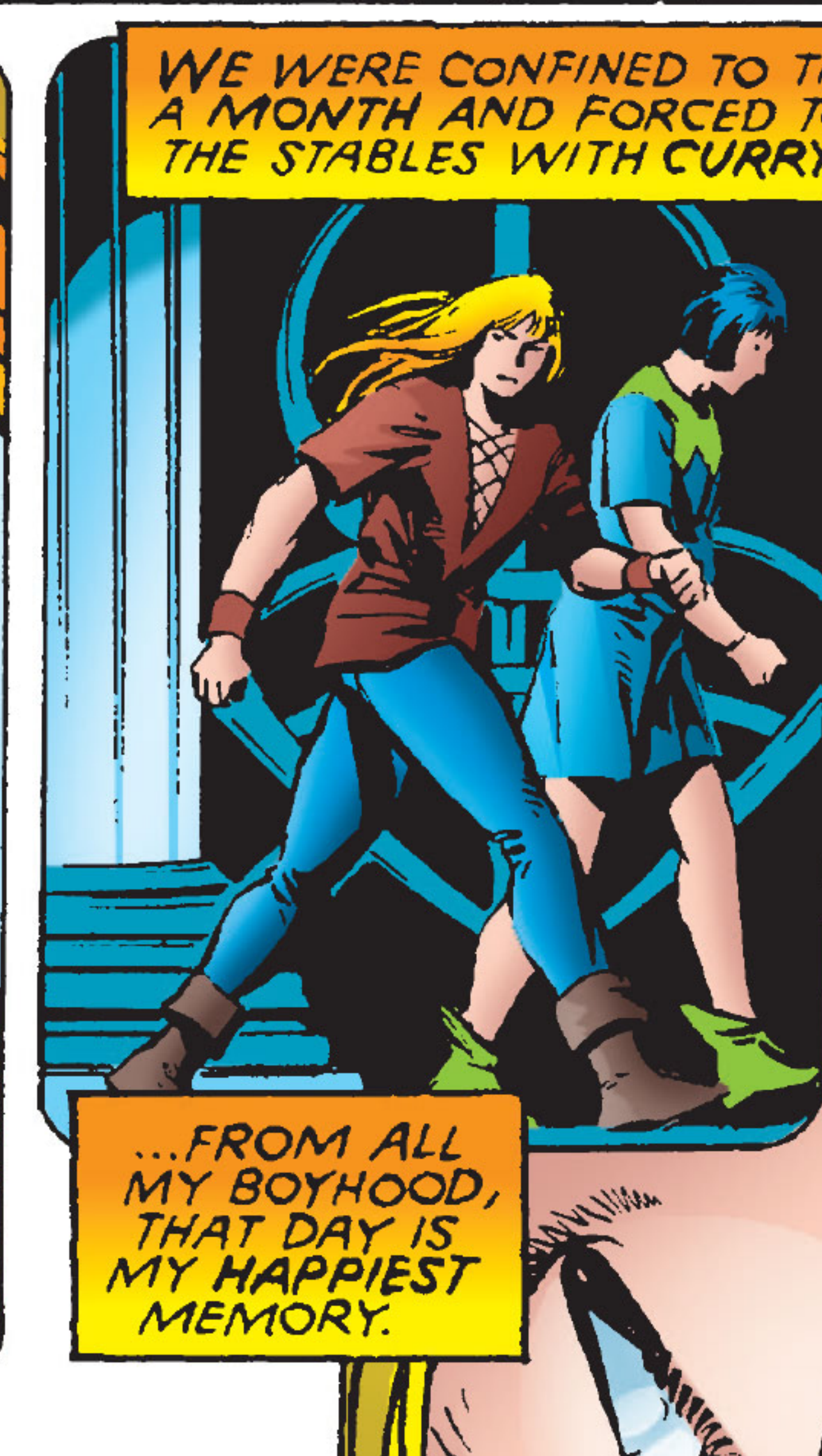
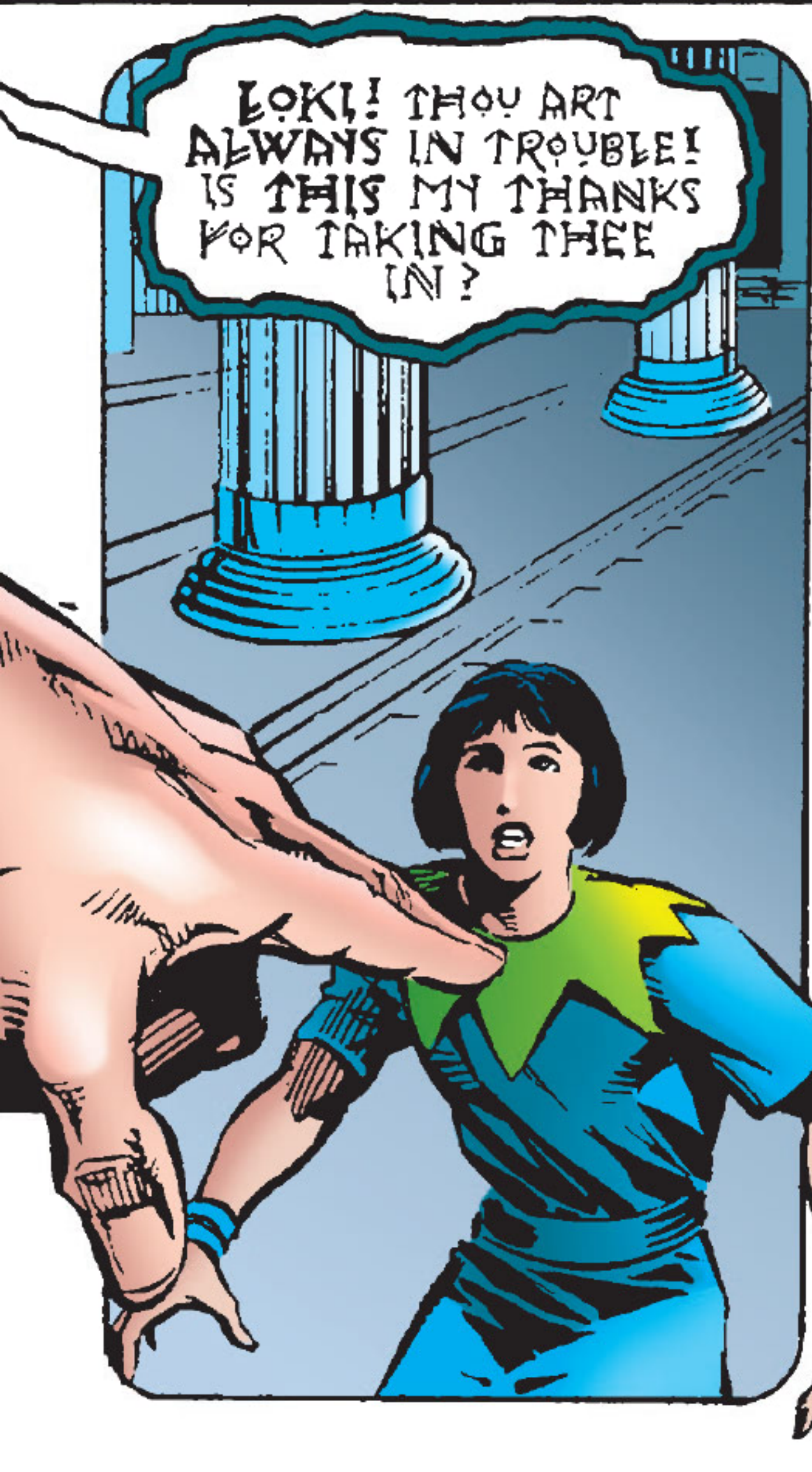
A-HA HAH AHA!

GET THEM! IT WAS A TRICK!

A-HA HAH AHA! A-HA HAH AHA! A-HA HAH AHA! A-HA HAH AHA!

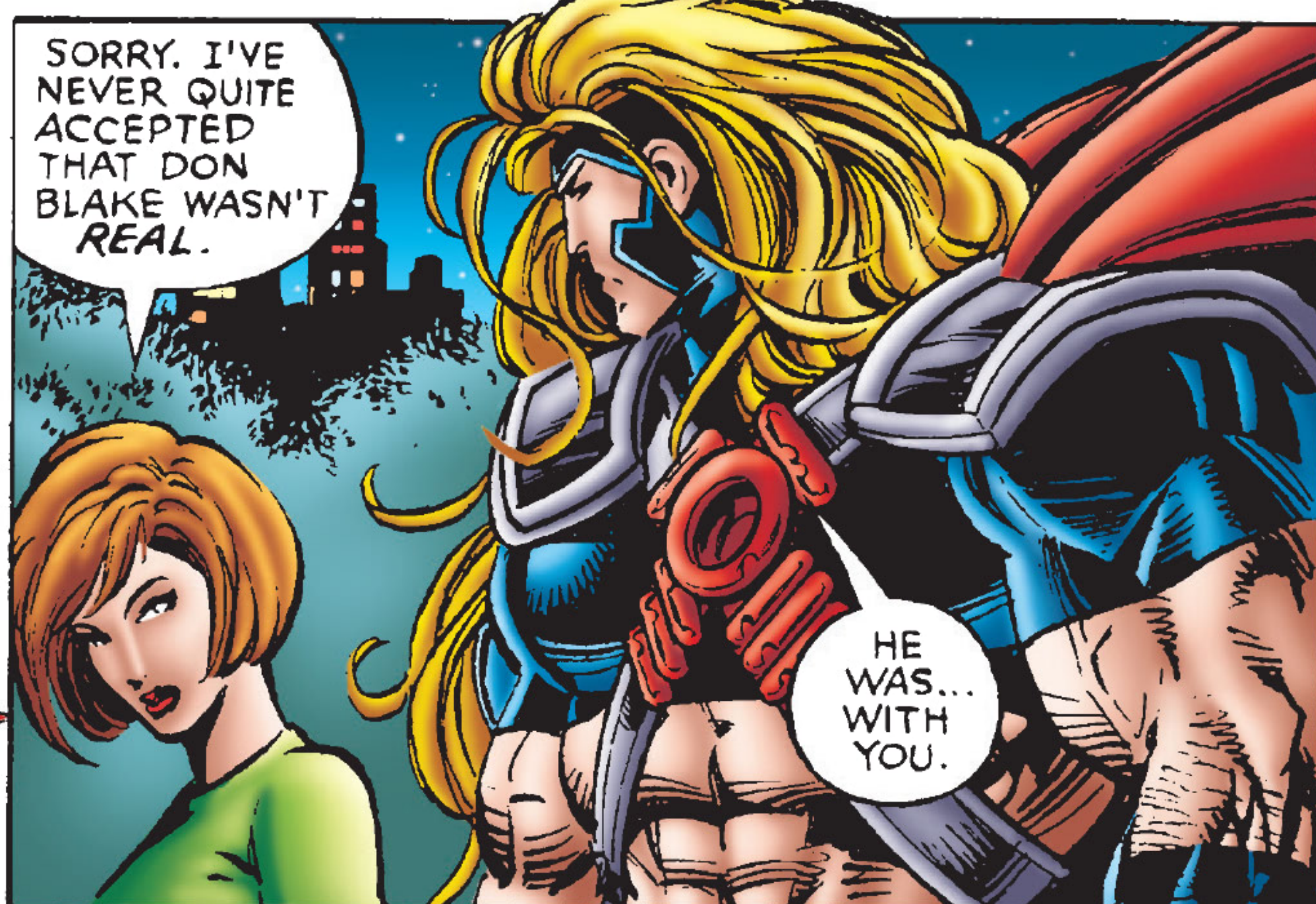
HE'S GOT A STRONG GRASP OF THE OBVIOUS, DOESN'T HE?

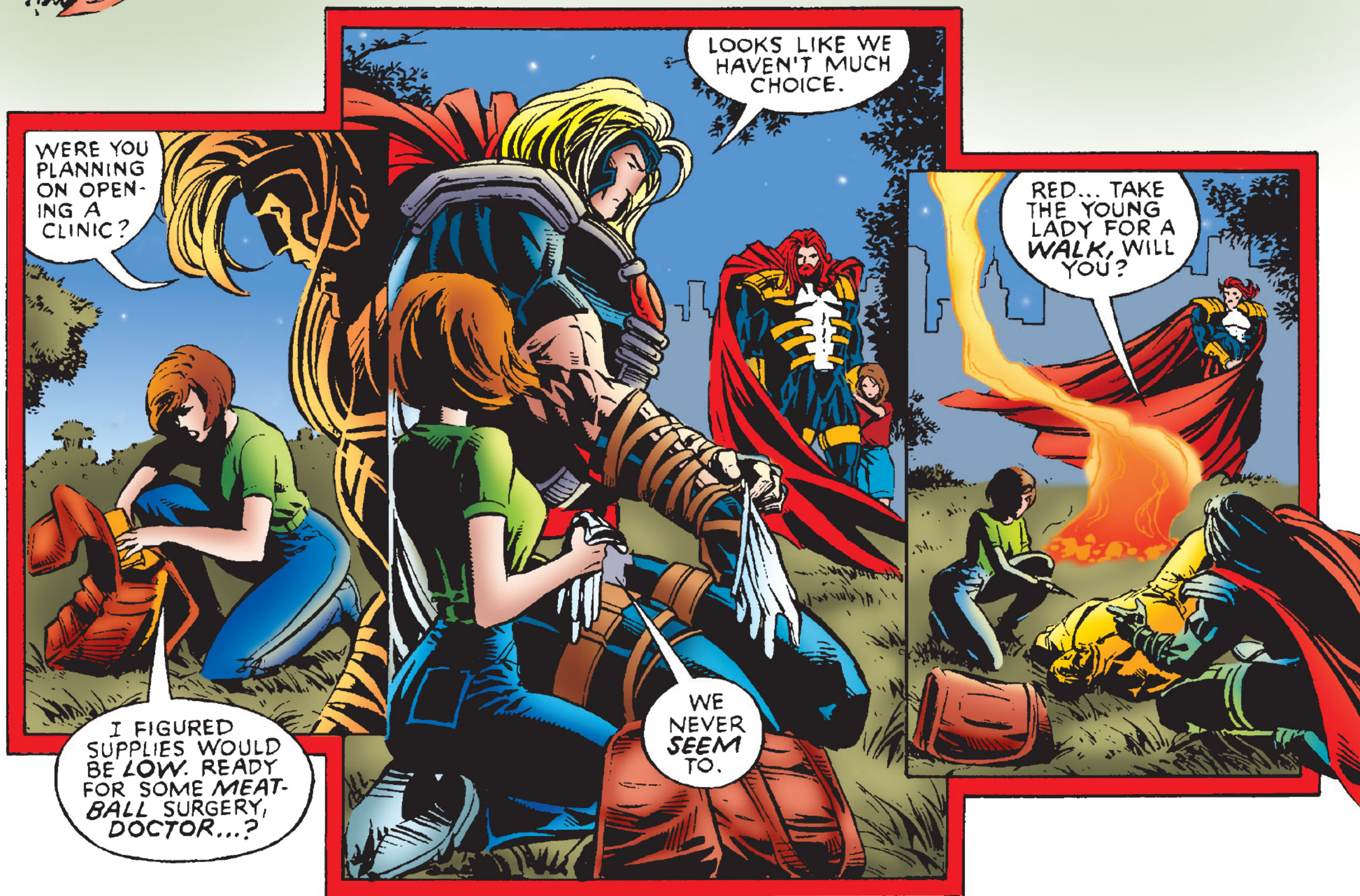
EVEN TODAY, I CAN REMEMBER THE SMELL OF THE AIR, AND THE SOUND OF LOKI'S WILD LAUGHTER.













IT'S BEEN A LONG TIME SINCE I DID THIS...
HELD A MAN'S LIFE IN MY HANDS.

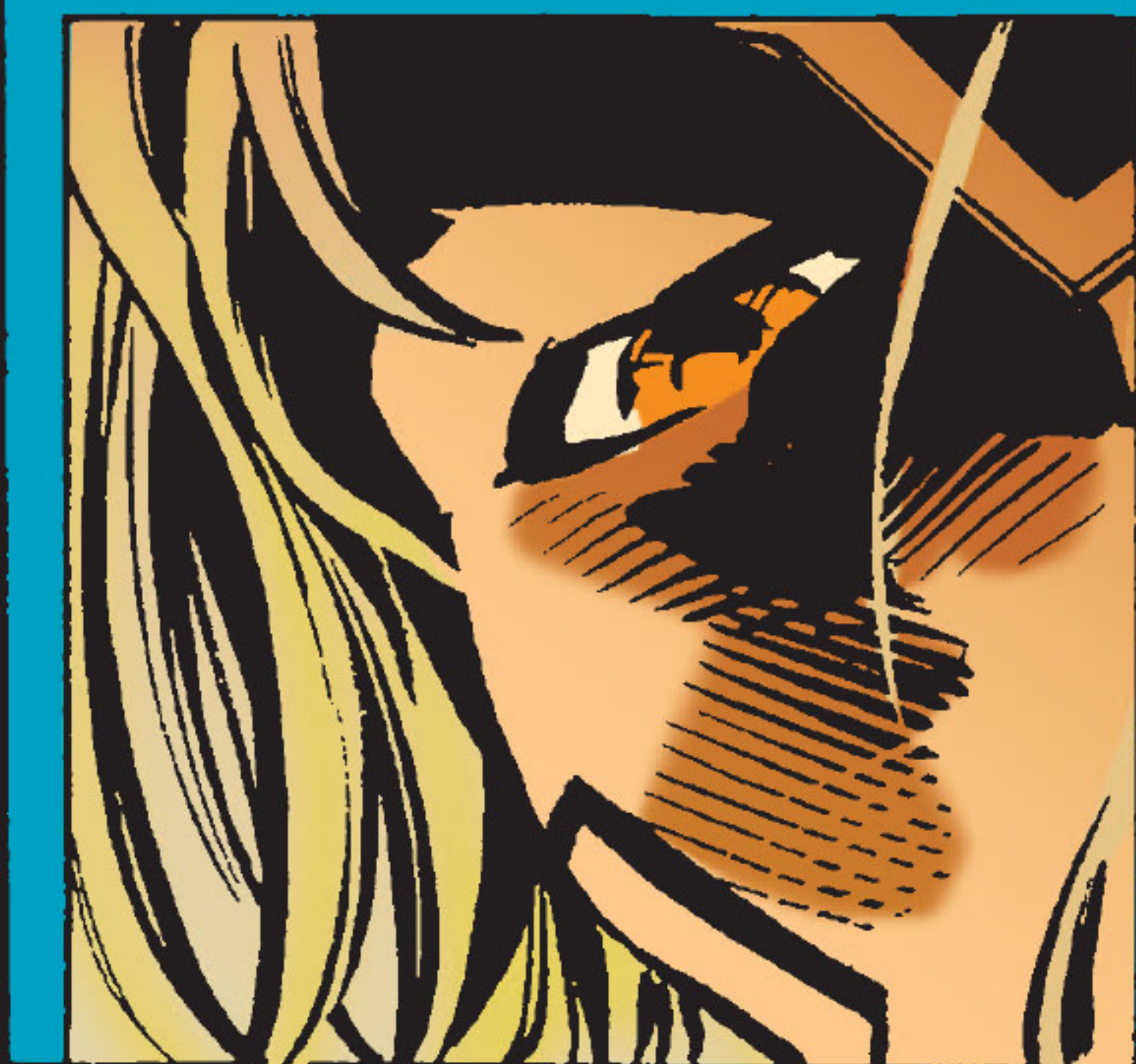
IT FEELS GOOD.

BUT THEN WE ALWAYS DID. IT
WAS OUTSIDE THE OFFICE WE
NEVER SEEMED TO GET STRAIGHT.



RIGHT.

JANE AND I WORK
TOGETHER AS ONE.



THE BLEEDING'S STOPPED.

WHO CAN YOU PRAY TO...
WHEN YOU'RE THE RELIGION?

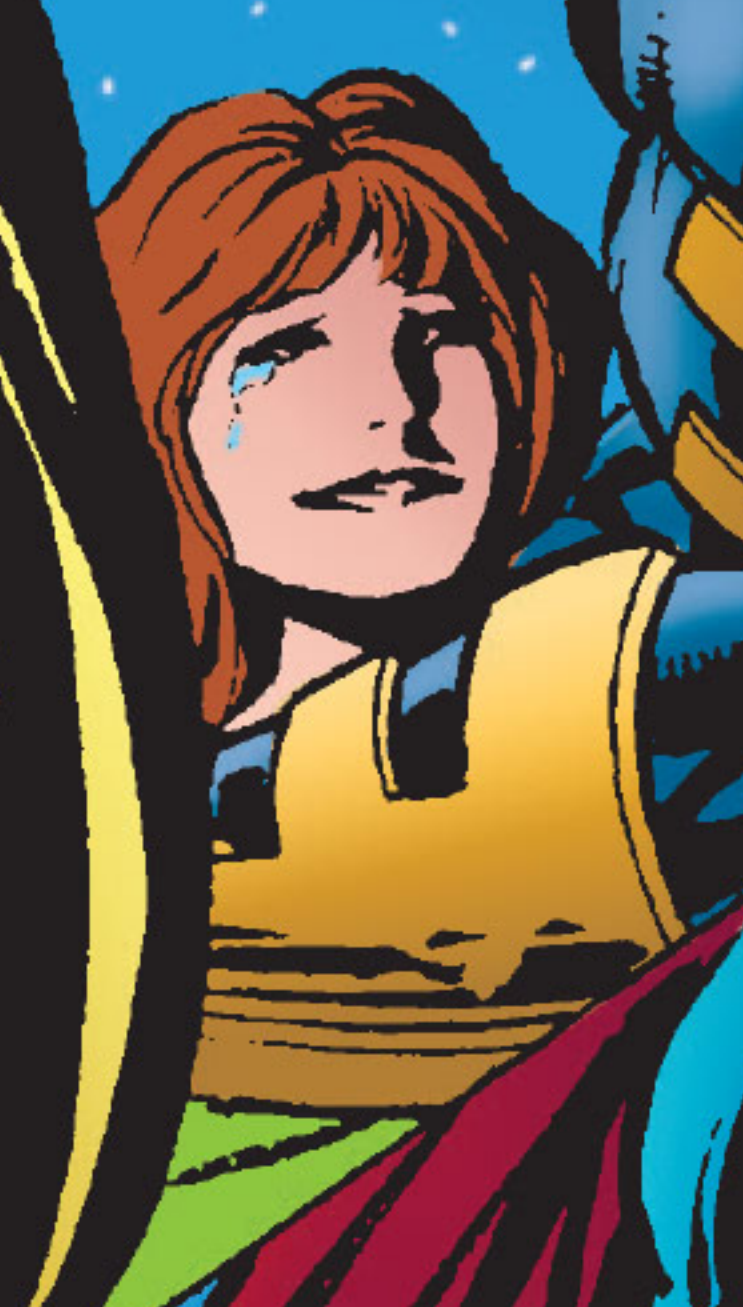


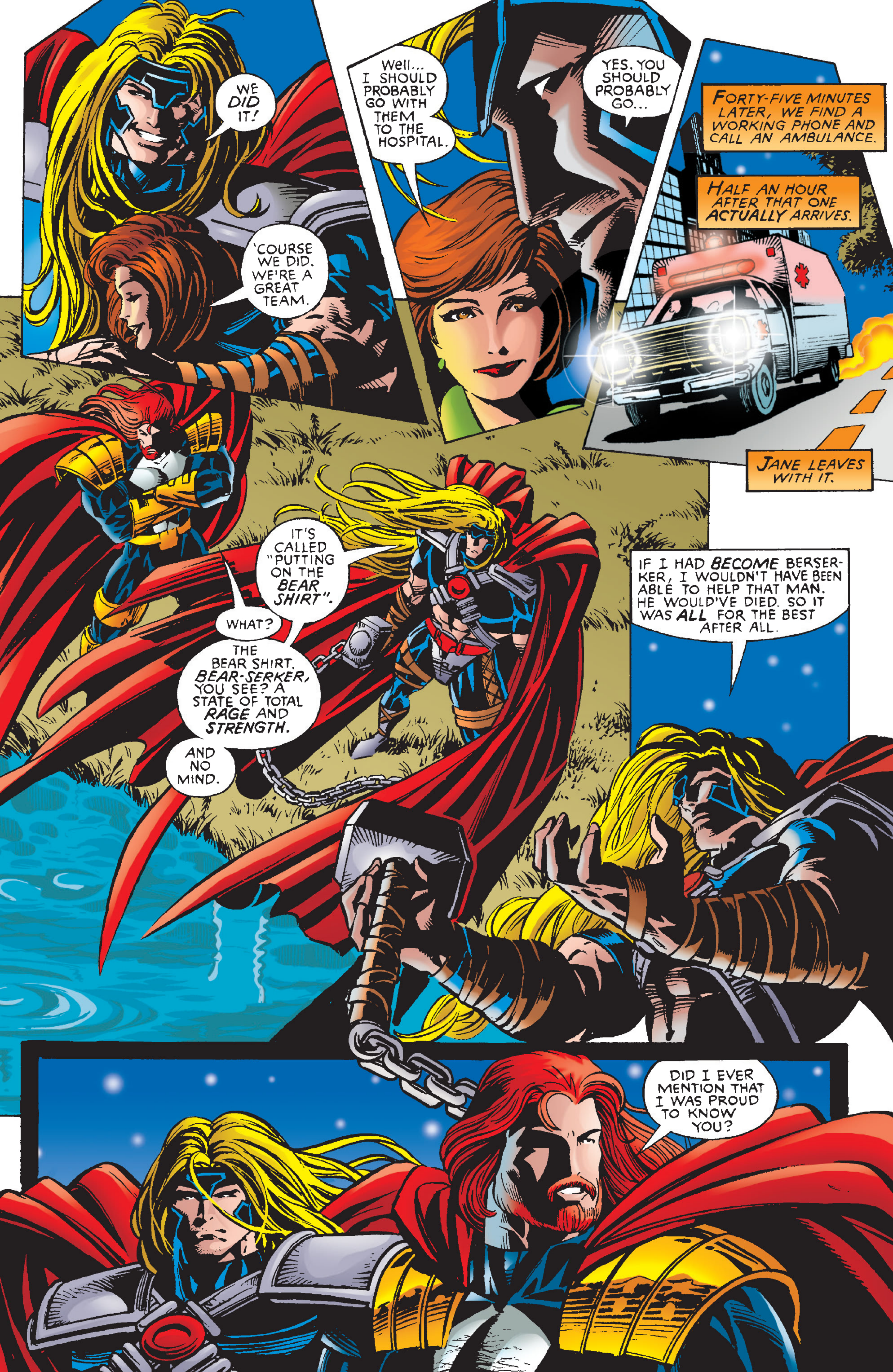
MISTER?
ARE YOU
THOR
TOO?



Nah.
HE'S THE GOODS.
I'M THE BEST
FRIEND.

THAT
IS ALL WE
CAN DO HERE.
HE NEEDS AN
E.R.





WE DID IT!

Well... I SHOULD PROBABLY GO WITH THEM TO THE HOSPITAL.

YES. YOU SHOULD PROBABLY GO...

Forty-five minutes later, we find a working phone and call an ambulance.

Half an hour after that one actually arrives.

'Course we did. We're a great team.

Jane leaves with it.

It's called "putting on the bear shirt".

WHAT?

The bear shirt. Bear-serker, you see? A state of total rage and strength.

And no mind.

If I had become berserker, I wouldn't have been able to help that man. He would've died. So it was **ALL** for the best after all.

DID I EVER MENTION THAT I WAS PROUD TO KNOW YOU?



WHAT'S HAPPENING?

THERE'S A VOICE... FEELINGS IN MY MIND. I THINK IT'S AN OFFER.

SHE'S SAYING I WILL DIE TOMORROW, TO GO INTO **OBLIVION** AND **NULLITY**. BUT IF I GO WITH HER TONIGHT, I WILL BE HER MATE... **FOREVER**.

PRINCE OF THE DEAD.

WHAT'S HAPPENING NOW?

I'M THINKING IT OVER.





WELL, WE SHOULD GET SOME SLEEP. BIG DAY TOMORROW.

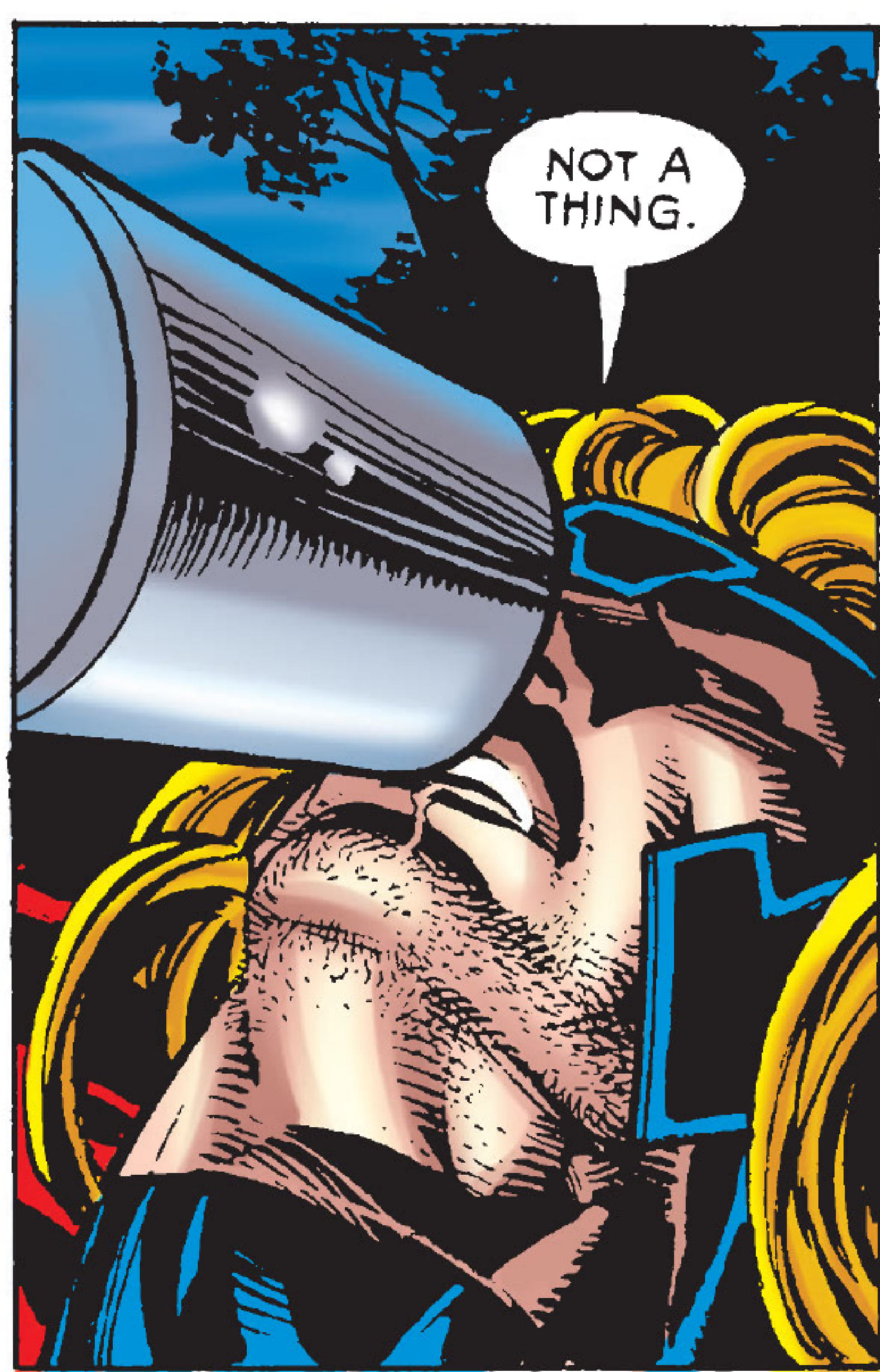


GOOD SOUVLAKI.

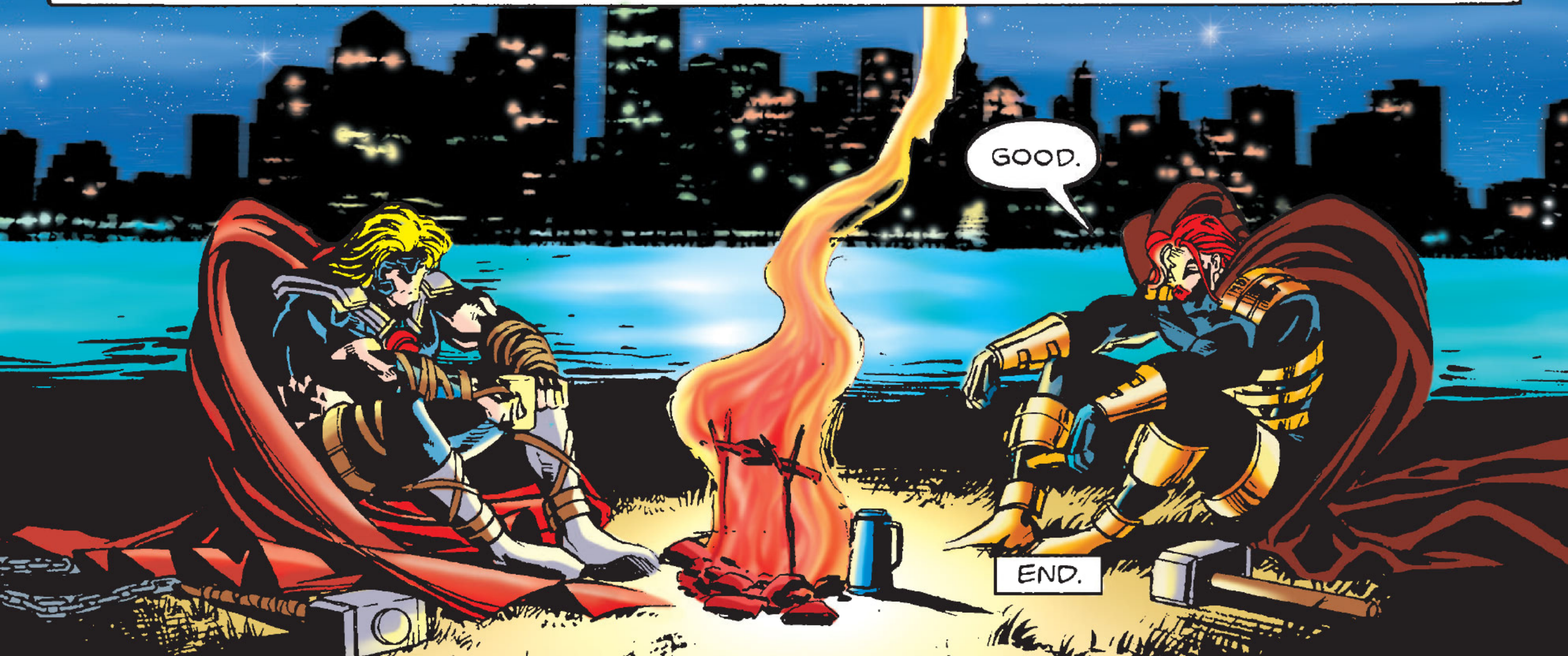
LUCKY THING DEMETRIS' HAD DRY ICE FOR REFRIGERATION.



THOR... WITH ALL YOU KNOW... WITH EVERYTHING THAT COULD HAPPEN TOMORROW... IF YOU HAD IT TO DO OVER AGAIN...?



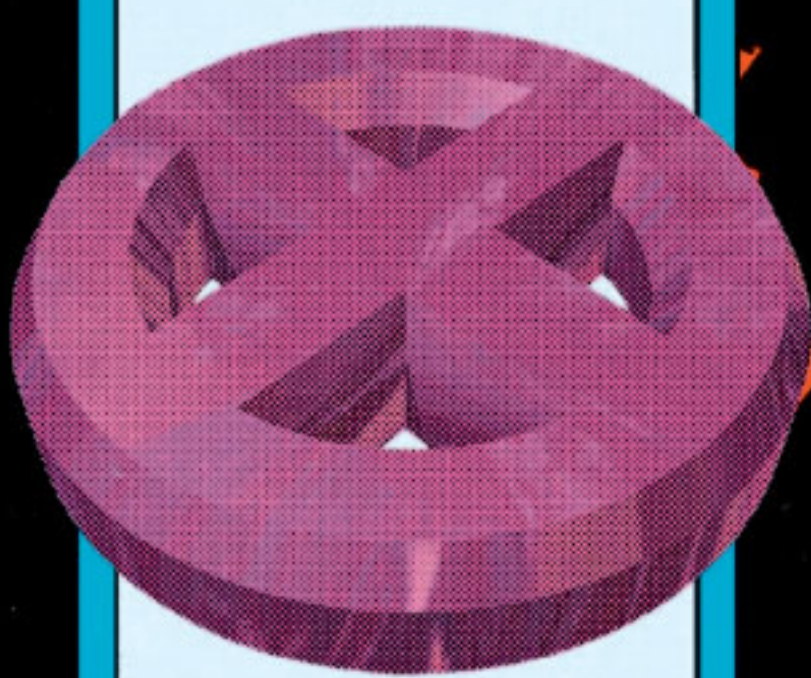
NOT A THING.



GOOD.

END.

MARVEL
COMICS



X-MEN

SEPT '96 105

WOLFLIGHT

IMPACT

2

WOLVERINE

SPECIAL
HEROES REBORN
UPDATE INSIDE!



INTO THE
FIRE

Wish
'96
PANOSIAN



IT WAS MAGNETO,
WHO DID IT...

...INFECTED OL' CHARLIE
XAVIER WITH SOME PIECE
O' HIMSELF THAT BROUGHT
OUT THE DARK SIDE OF
THE PROFESSOR --

...TURNIN'
HIM INTO
ONSLAUGHT.

KEEP
IT COMIN',
BOYS!

I
NEED TO
BE SOAKED
FOR THIS
WORK!

NOW IT'S UP TO THE **X-MEN**,
THE FANTASTIC FOUR AND
THE AVENGERS TO STOP THE
MOST POWERFUL PSI-TALENT
ON THE PLANET --



-- AN EVIL TWISTO
WHO SAYS HE'S
GONNA PUNISH
HUMANITY!

I THINK I GOTTA LEAVE THE
HEAVY ACTION TO THE BOYS
AND GIRLS WHO CAN LIFT
CEMENT TRUCKS WITH THEIR
BRAINS AND SHOOT BEAMS
OUTTA THEIR EYES.

I THINK THE OL'
CANUCKIEHEAD IS
BETTER SUITED TO
CLEANIN' UP THE
COLLATERAL
DAMAGE.

TRAVERSE
THAT LADDER!
THERE'S A KID
UP THERE!

Larry Hama

SCRIPT **Val Semeiks**

PENCILS

Chad Hunt

with V. Russell
& H. Candelario

INKS

Richard Starkings and Comicraft

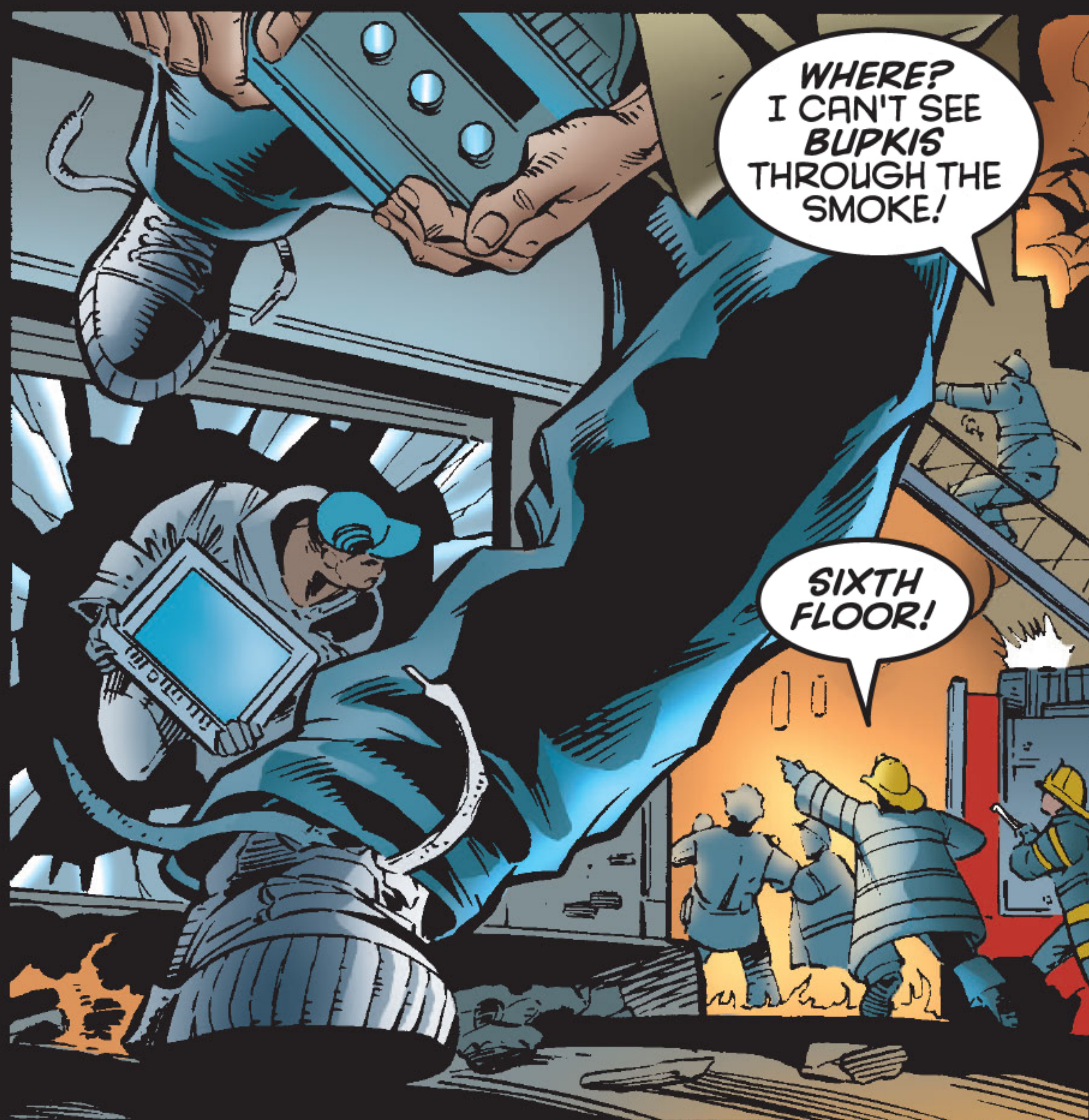
LETTERS

**Chris Lichtner &
Joe Andreani**
COLORS

Malibu
ENHANCEMENT

Bob Harris
EDITOR AND CHIEF

FACES IN THE FIRE



WHERE?
I CAN'T SEE
BUPKIS
THROUGH THE
SMOKE!

SIXTH
FLOOR!



THE
BOOM
EXTENSION
WON'T REACH
IT!

GET
THE NET!

MOOOOMMY!



SEAN!

I
THOUGHT
HE WAS RIGHT
BEHIND
ME!

HE WENT
BACK FOR
Mr. WINKY,
MOM!



THERE'S
TWO TRAPPED
UP THERE?

CAN
YA GET
THE KID TO
JUMP?

THE
NET'S TWO
BLOCKS AWAY! OUR
RESOURCES ARE
STRETCHED --



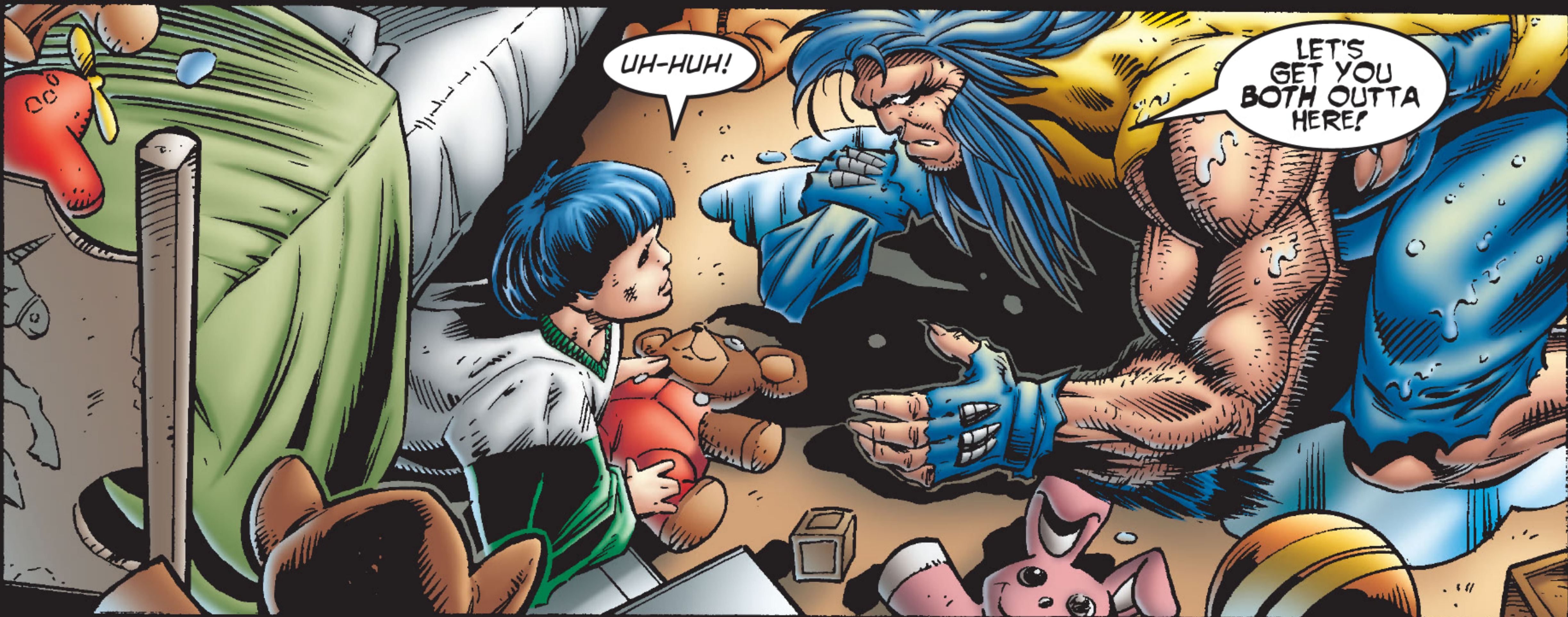
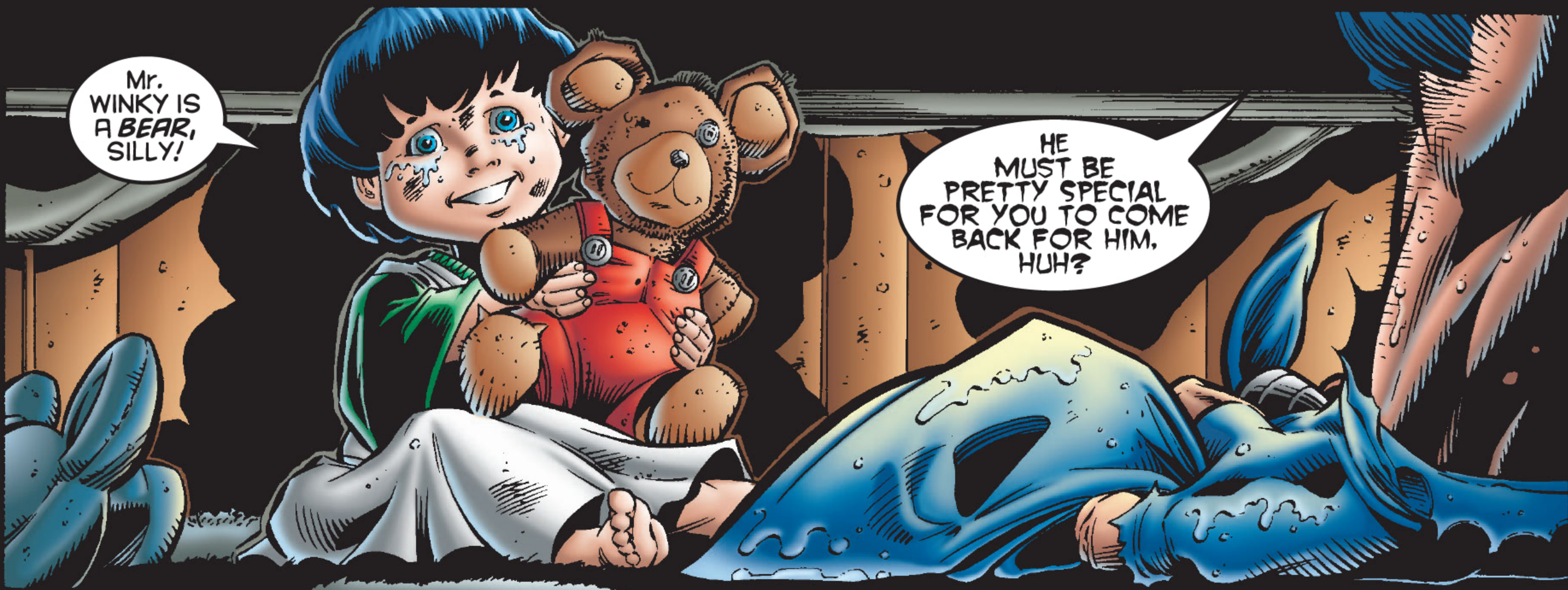
THEN
IT'S UP TO
ME --

IT'S
NO USE!
THE LADDER
DOESN'T
REACH --

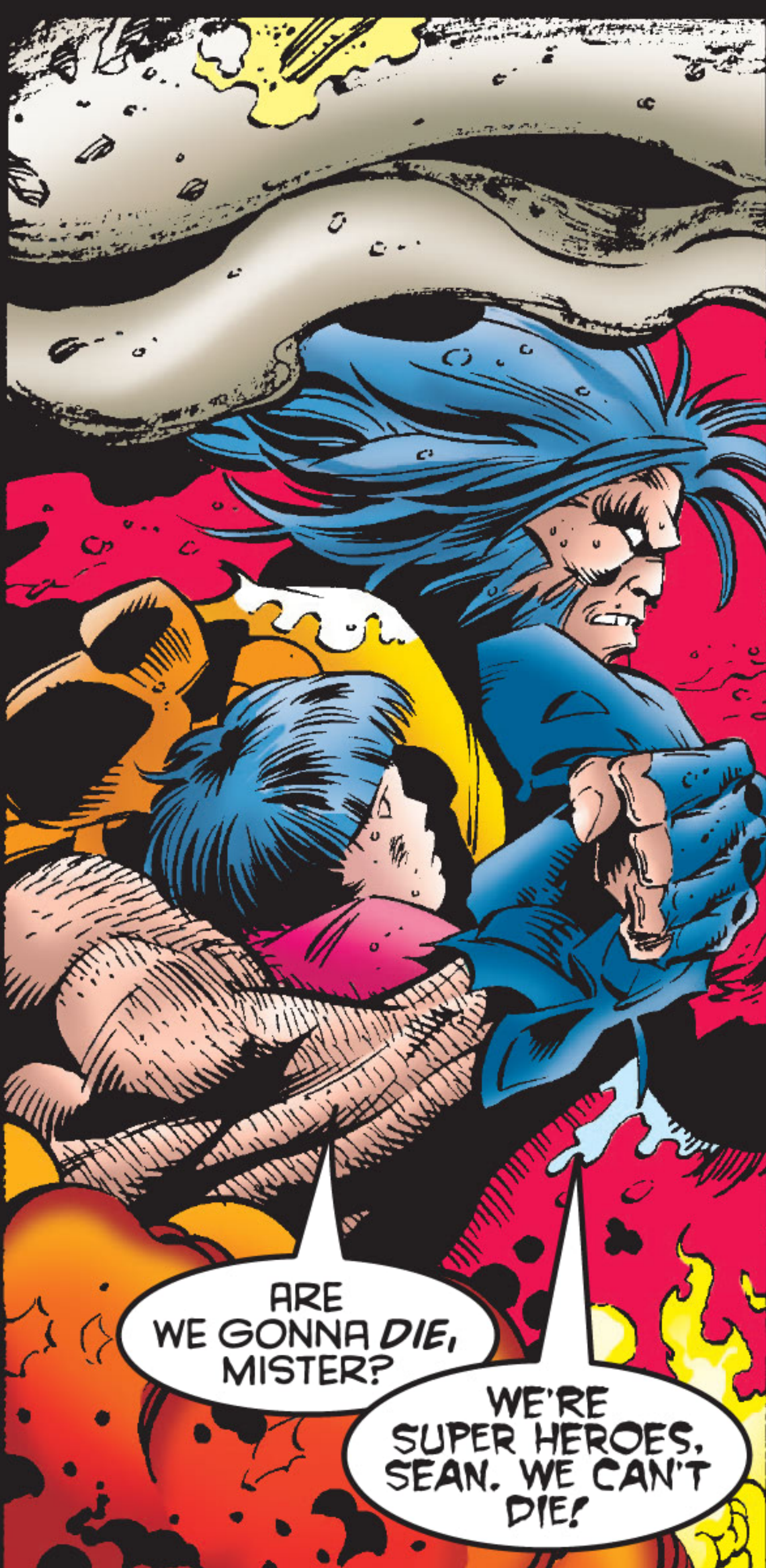
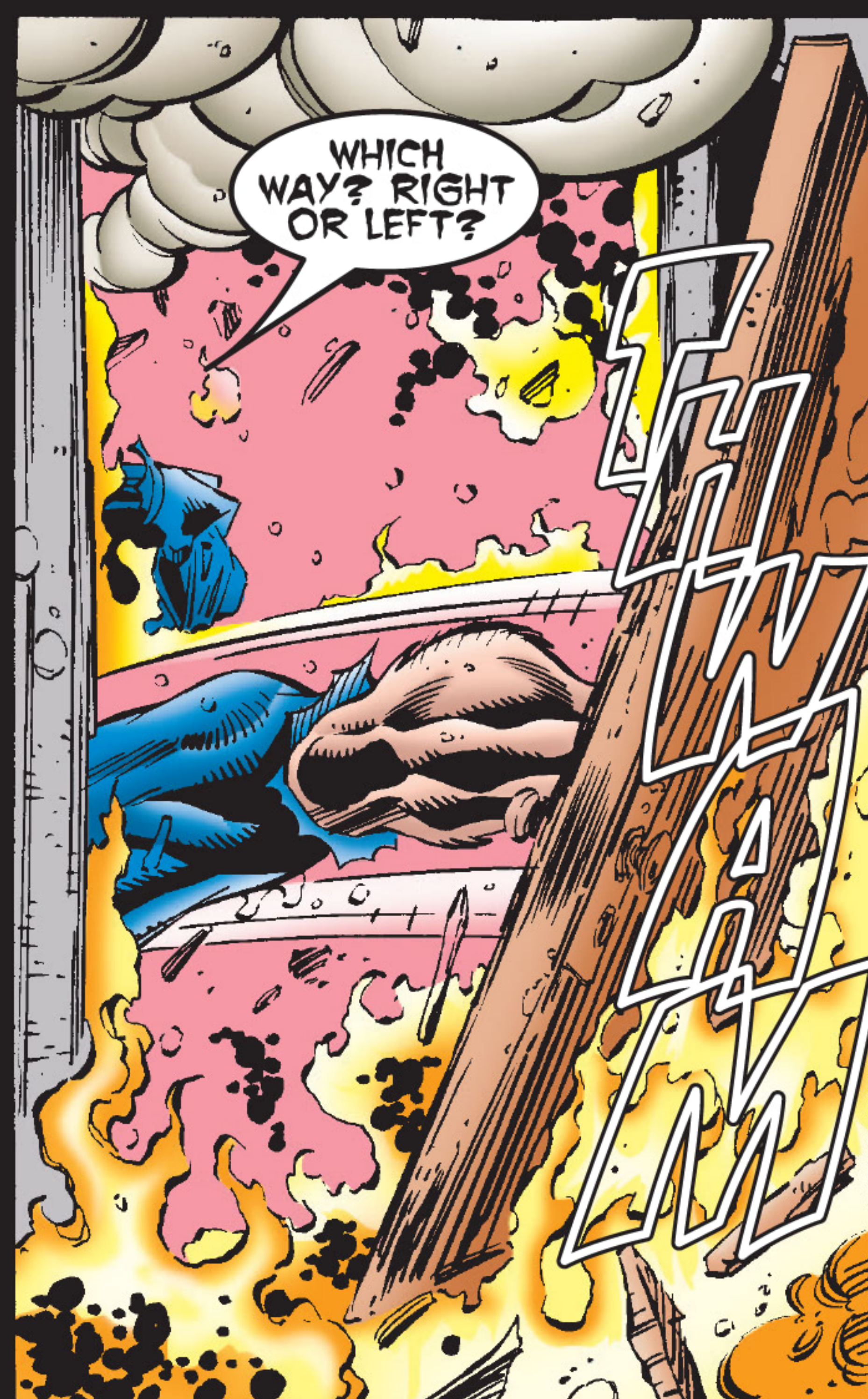


THAT'S
WHY I TOOK
A RUNNIN'
START --











THIS WAY!

HUH?
SOMEBODY
ELSE IS UP
HERE?



OVER
HERE!

SHAKE
A LEG --

-- YA
DON'T WANNA
GET **BURNT** UP,
DO YA?

CAN'T
SEE --

-- SMOKE'S
TOO THICK!



GRAB
THE **STICK**!

HOW
CAN YOU SEE
THROUGH ALL
THIS?



GOT ME A
KNACK.

THAT DON'T
EXPLAIN --



YA TALK
TOO MUCH,
BOY --

-- WATCH
YER **STEP**, WE
GOT **STAIRS**
COMIN' UP!



IT'S
GETTIN'
HOTTER!



USUALLY
DOES WHEN
YA GETS
CLOSER TO
A FIRE.



WHU?

YOU'RE
LEADIN' US
THROUGH THE
FIRE?



THIS
IS THE ONLY
WAY OUT. YOU
COMIN' OR
NOT?



LISTEN UP,
SEAN --
-- GONNA
COVER YA UP
WITH THIS WET
SHIRT.



YOU TAKE A DEEP
BREATH THROUGH
THE WET CLOTH
AND HOLD IT.
OKAY?

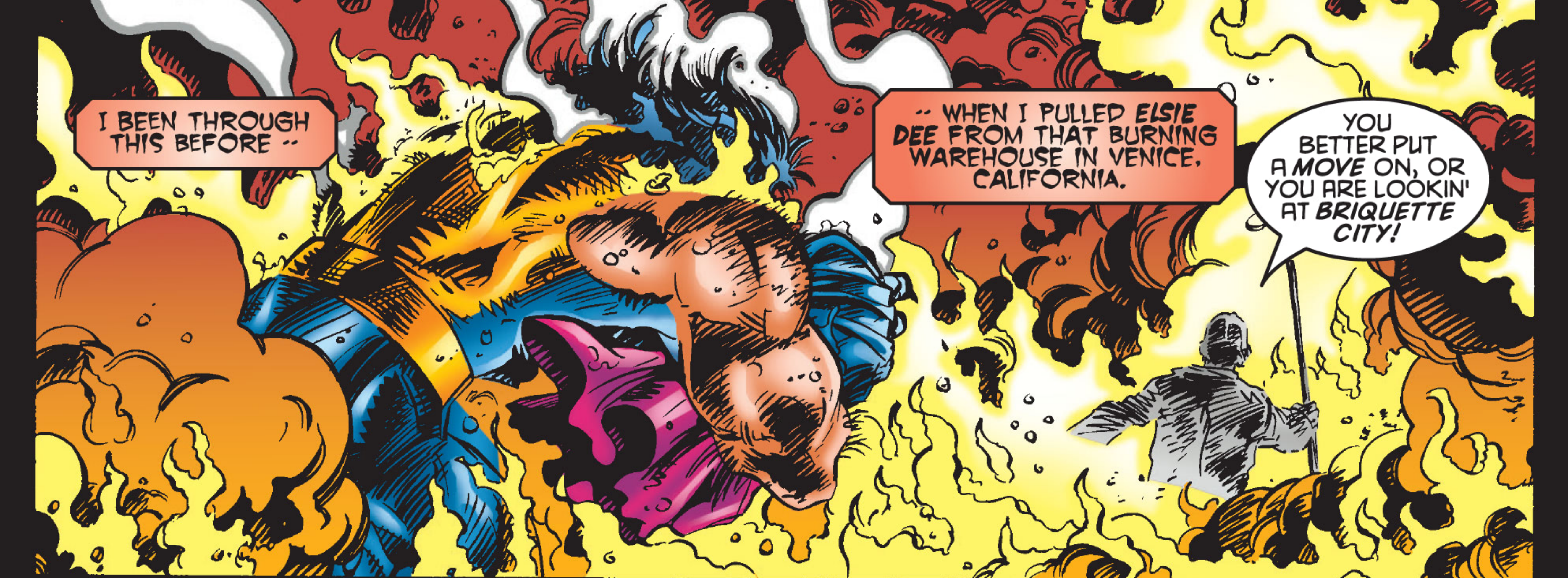
OKAY!



YOU
HANG ON
TIGHT, AND YOU
DON'T WORRY
NONE --

-- 'CAUSE
I'M GONNA GET
YOU OUT O'
THIS!

THAT'S A
PROMISE!



I BEEN THROUGH
THIS BEFORE --

-- WHEN I PULLED **ELSIE
DEE** FROM THAT BURNING
WAREHOUSE IN VENICE,
CALIFORNIA.

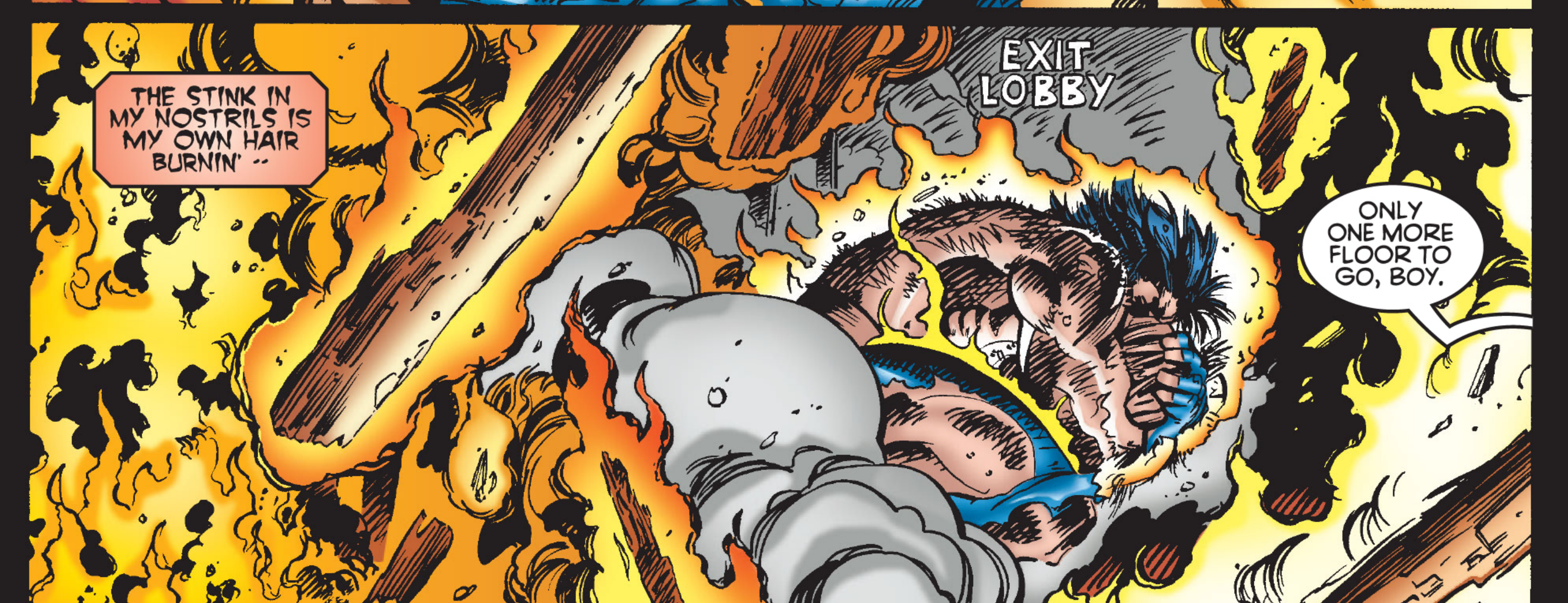
YOU
BETTER PUT
A MOVE ON, OR
YOU ARE LOOKIN'
AT **BRIQUETTE
CITY!**



BUT THAT WASN'T NO
SIX FIGHTS O' BURNIN'
STAIRS! CAN YOU TELL
ME A LITTLE MORE?!

THESE
STAIRWELLS
ARE SUPPOSED
TO BE **FIRE-
PROOF** --

-- YEAH!
LIKE A
RAT'S HEINIE!
HA!



THE STINK IN
MY NOSTRILS IS
MY OWN HAIR
BURNIN' --

EXIT
LOBBY

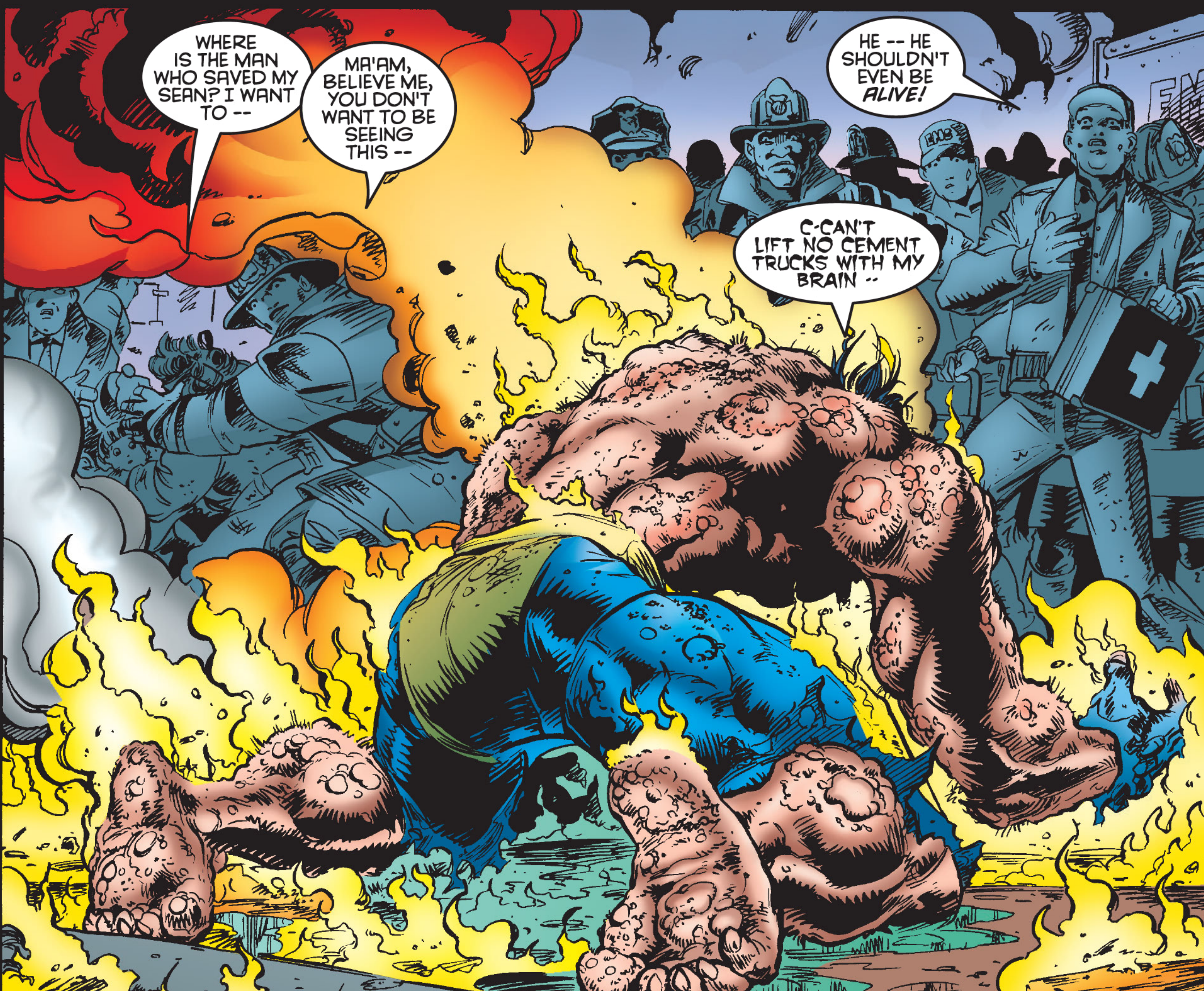
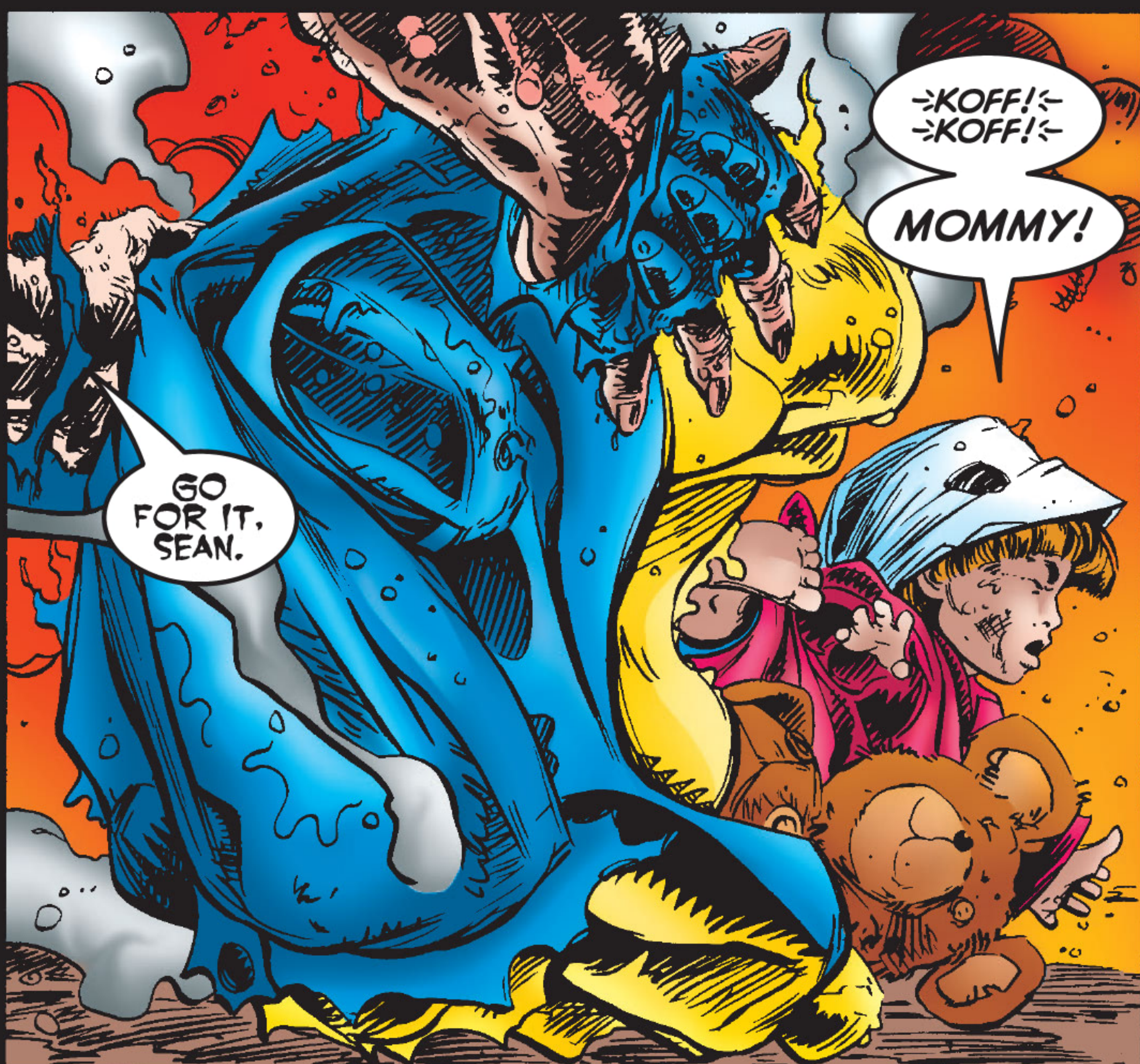
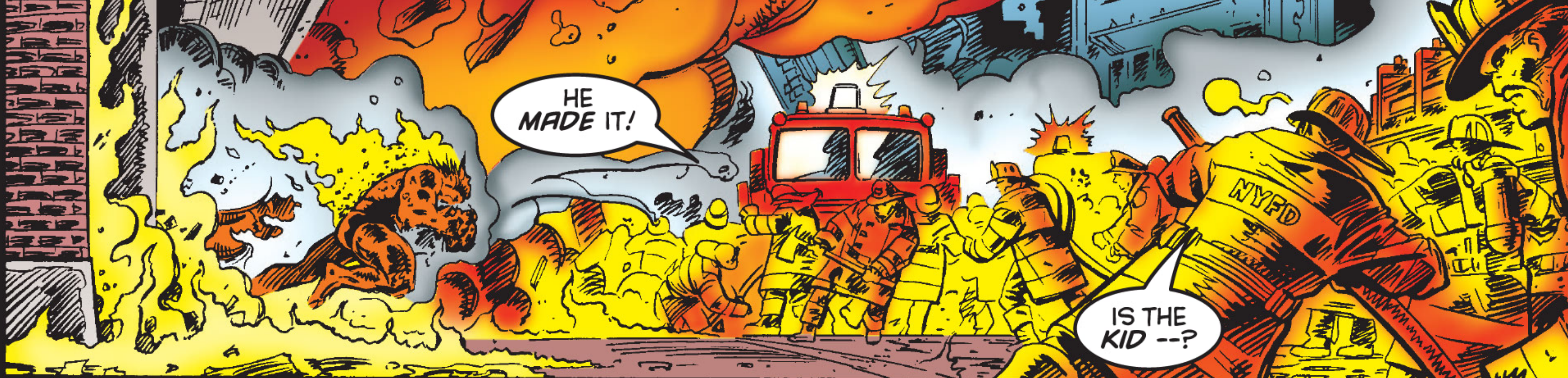
ONLY
ONE MORE
FLOOR TO
GO, BOY.



-- AND THAT
CRACKLIN' SOUND
IS MY BODY
FAT SIZZLIN'!

HANG
TOUGH,
SEAN --!

-- WE'RE
IN THE HOME
STRETCH!





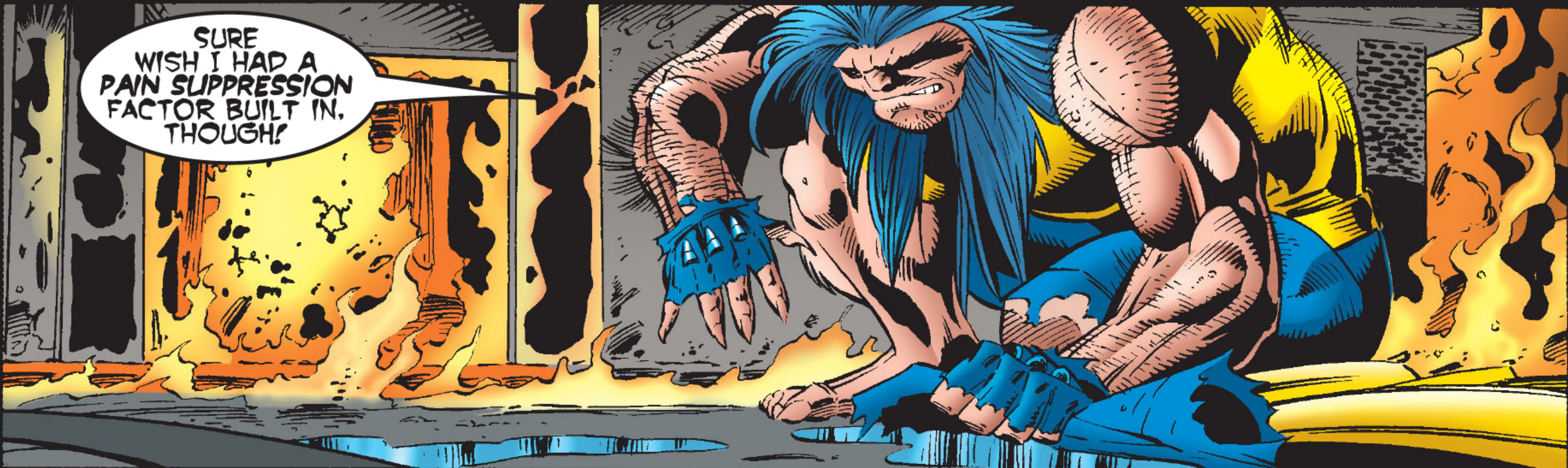
-- CAN'T SHOOT BEAMS OUTTA MY EYES --



-- BUT WHAT I GOT --



-- IS A MUTANT HEALIN' FACTOR!



SURE WISH I HAD A PAIN SUPPRESSION FACTOR BUILT IN, THOUGH!



YOU'RE SOME KIND OF *HERO*, MISTER...

NOSSIR.

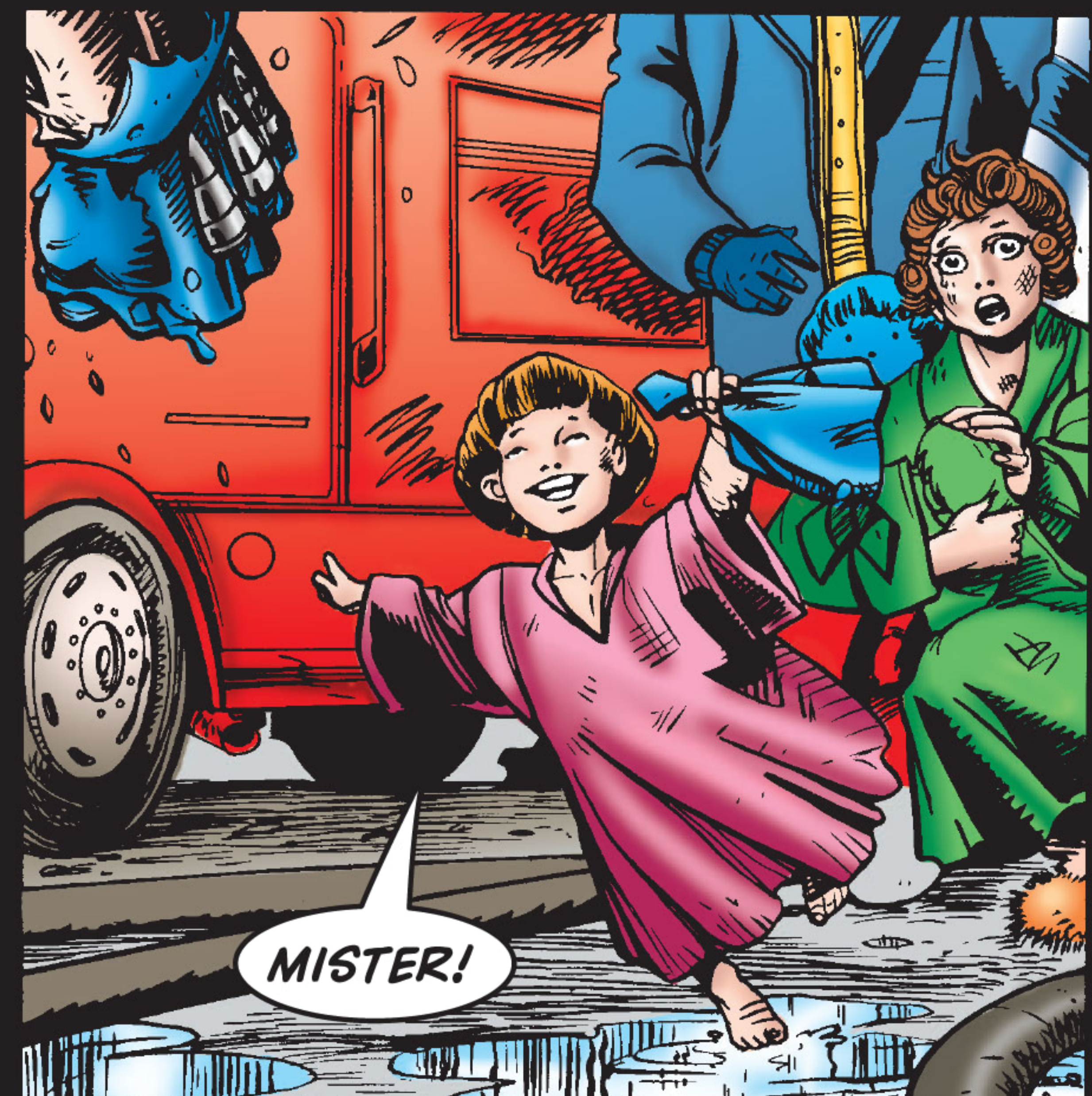
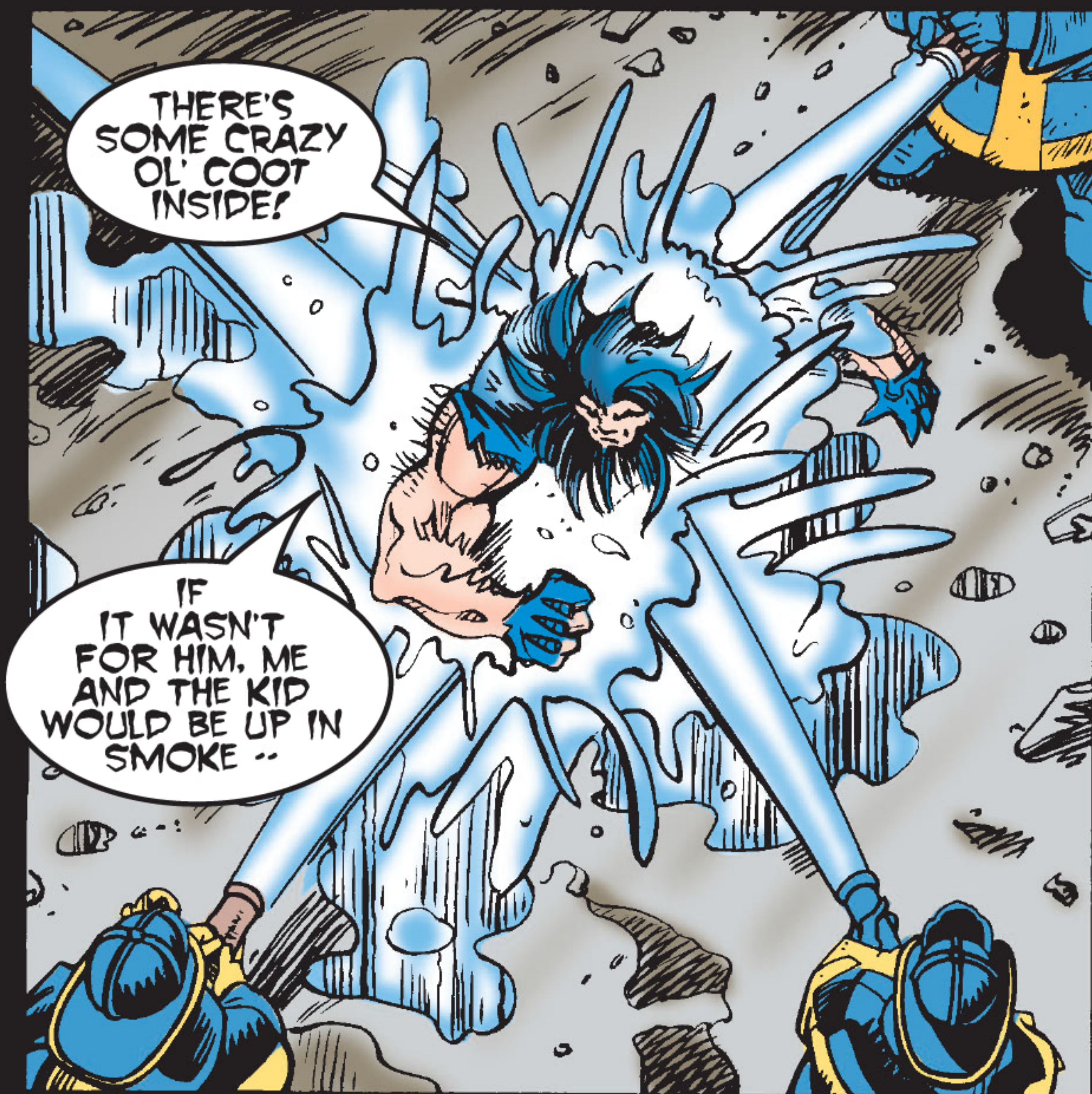
A HERO IS A GUY WHO DOES THIS JOB EVERY DAY --

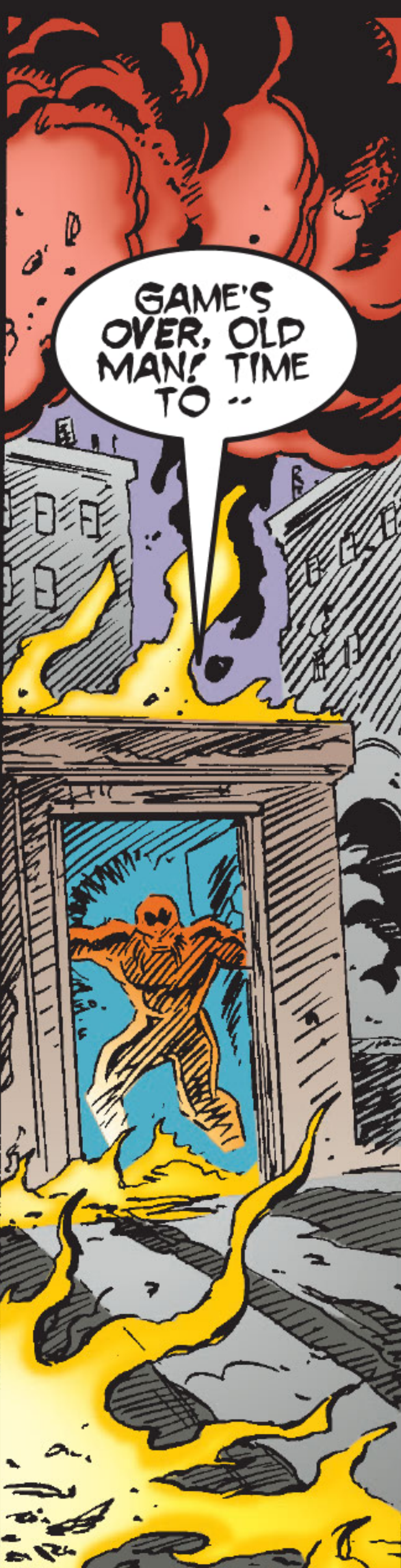


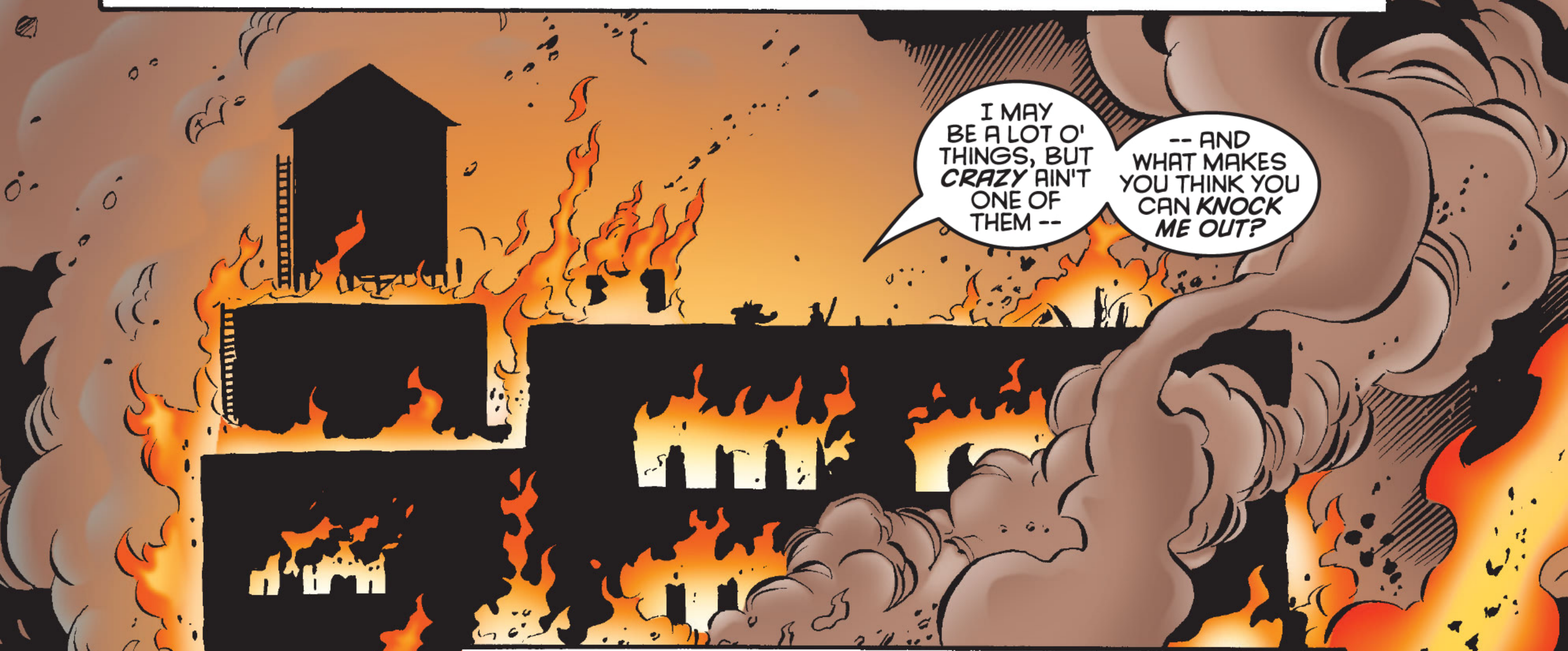
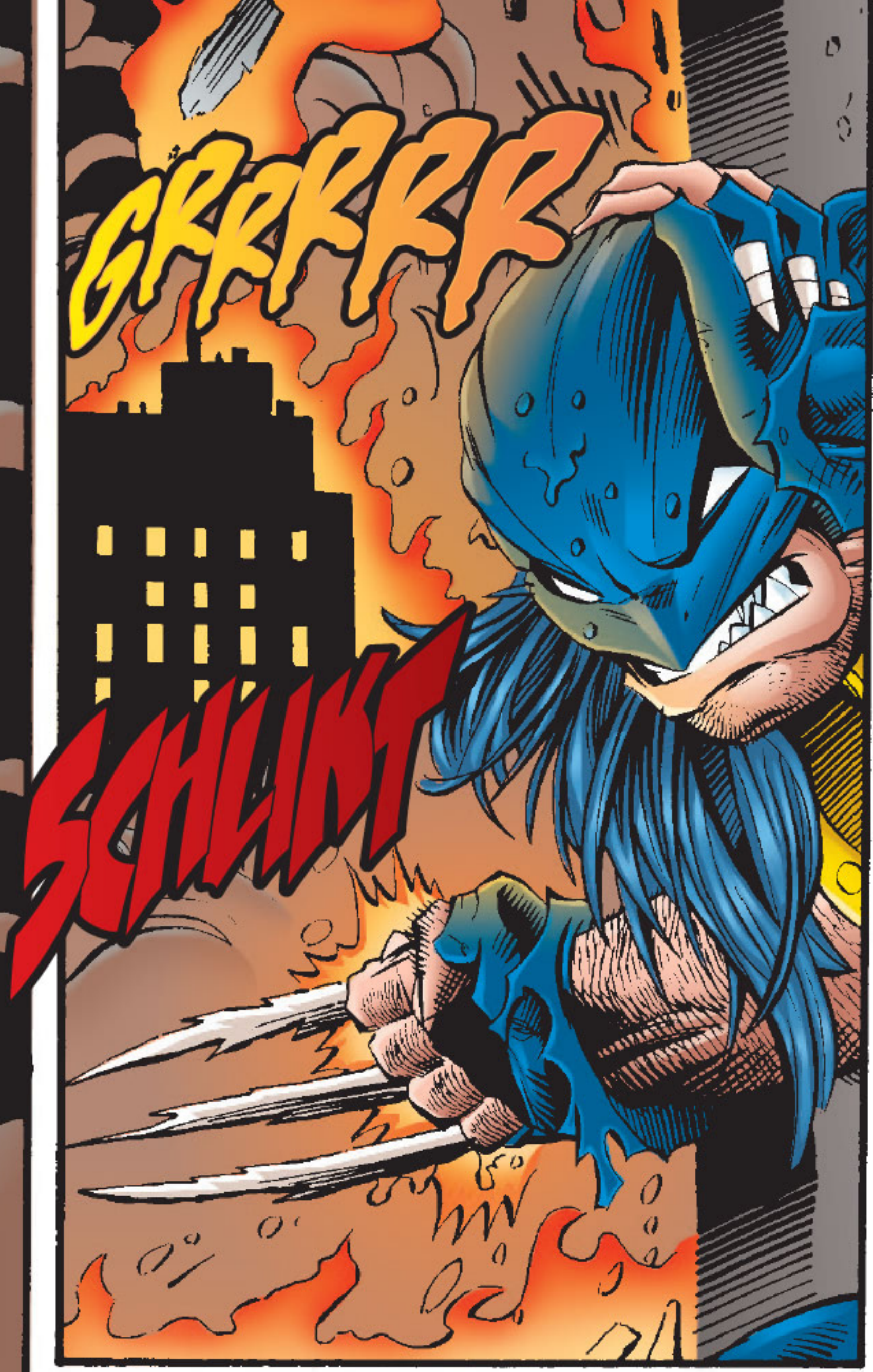
-- LIKE YOU, BUB.

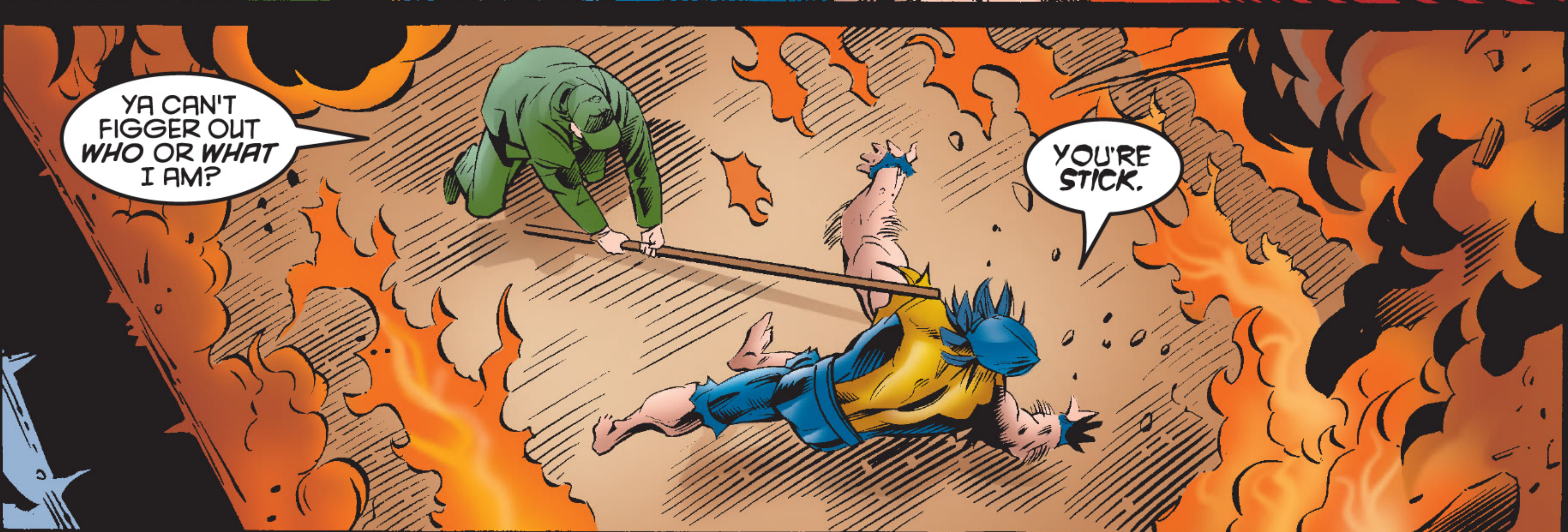
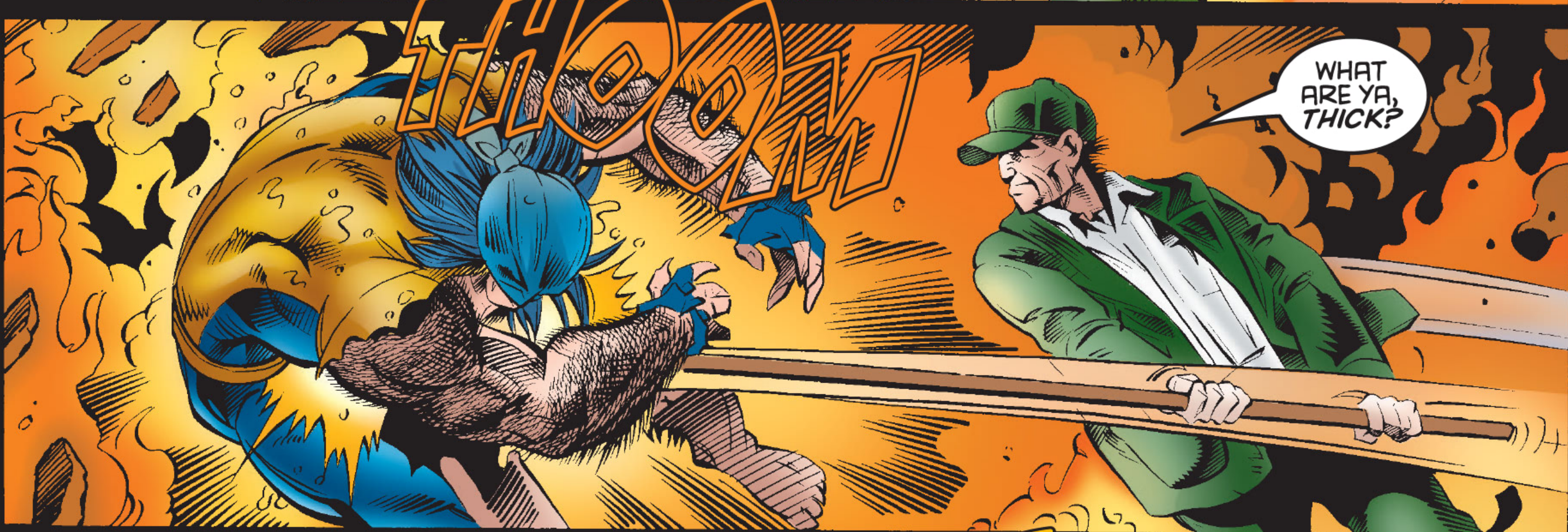
NOW, WET ME DOWN AGAIN!

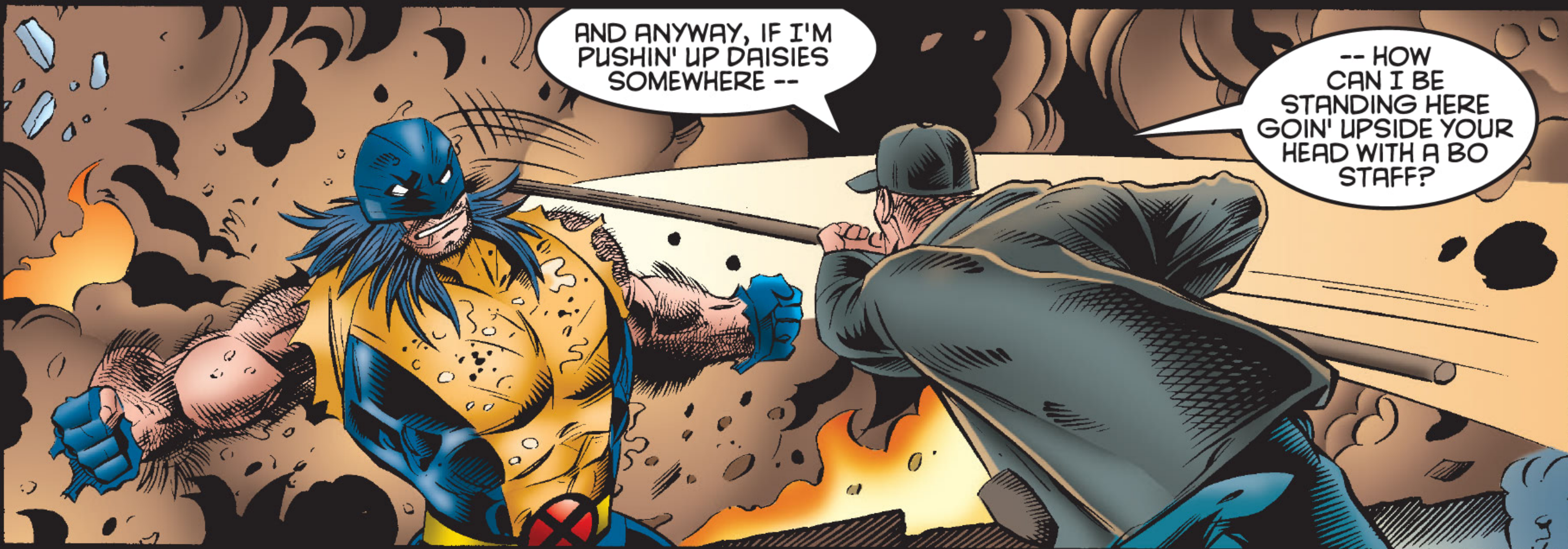
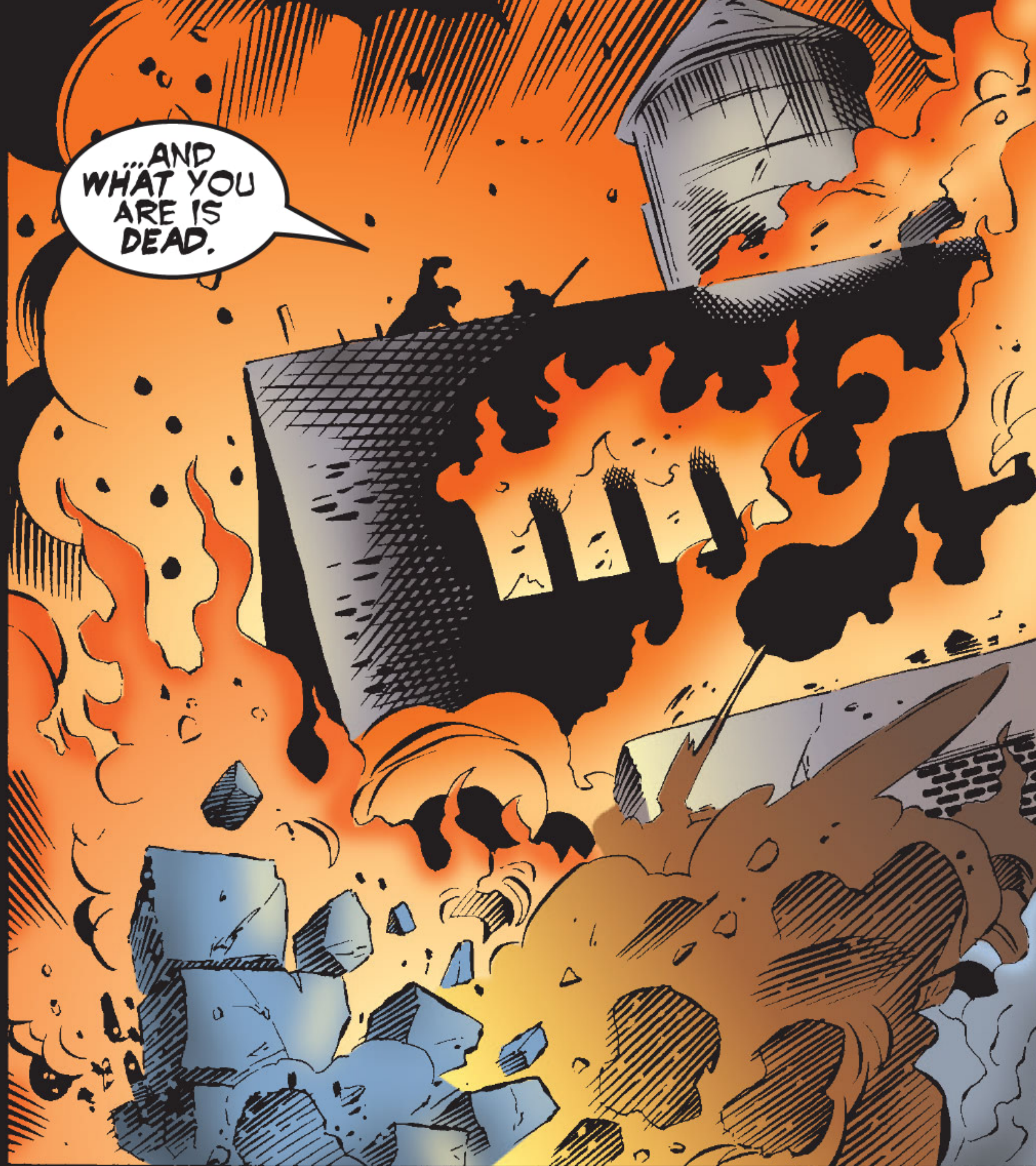
YOU'RE NOT GOING *BACK* IN THERE?













IS THAT WHY YOU AIN'T COUNTER-ATTACKING?

BECAUSE THERE AIN'T NO USE IN ATTACKIN' A GHOST?

YOU AIN'T NO GHOST, EITHER.

YOU'RE LIKE SOMETHIN' VIBRATIN' ON ANOTHER PLANE --



-- LIKE MAYBE YA GOT TO THIS STATE BEFORE YOU DIED!

NOW AIN'T *THAT* ASTUTE!

BUT WE AIN'T HERE TO DISCUSS *MY* STATE OF BEIN' AS IT WERE.

NO, THAT AIN'T OUR BUSINESS HERE AT ALL!



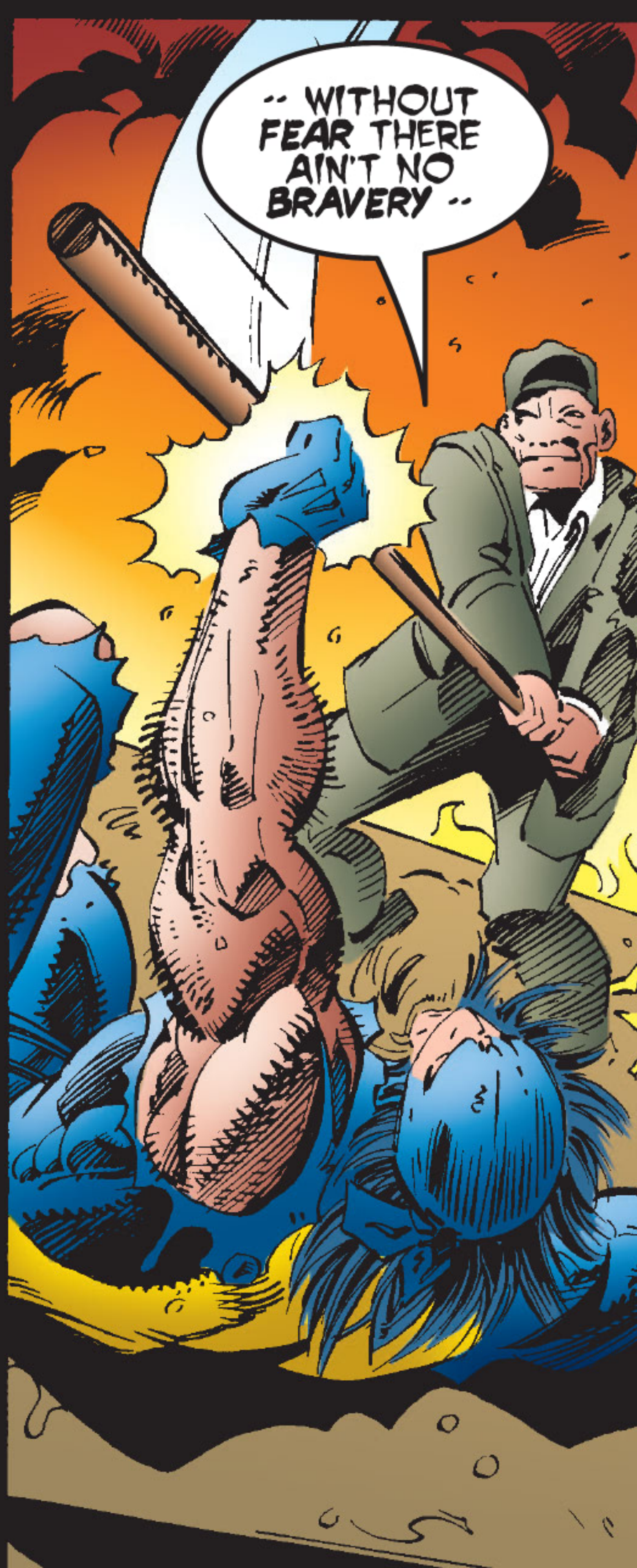
I KNOW THAT.

YOU'RE HERE TO PUT THE FINAL POLISH ON WHAT ELEKTRA DID TO ME --



-- PUT ME BACK THE WAY I WAS. MAKE ME A MAN AGAIN --

-- MAKE ME UNDERSTAND THAT WITHOUT HUMILITY, THERE AIN'T NO PRIDE --



-- WITHOUT FEAR THERE AIN'T NO BRAVERY --

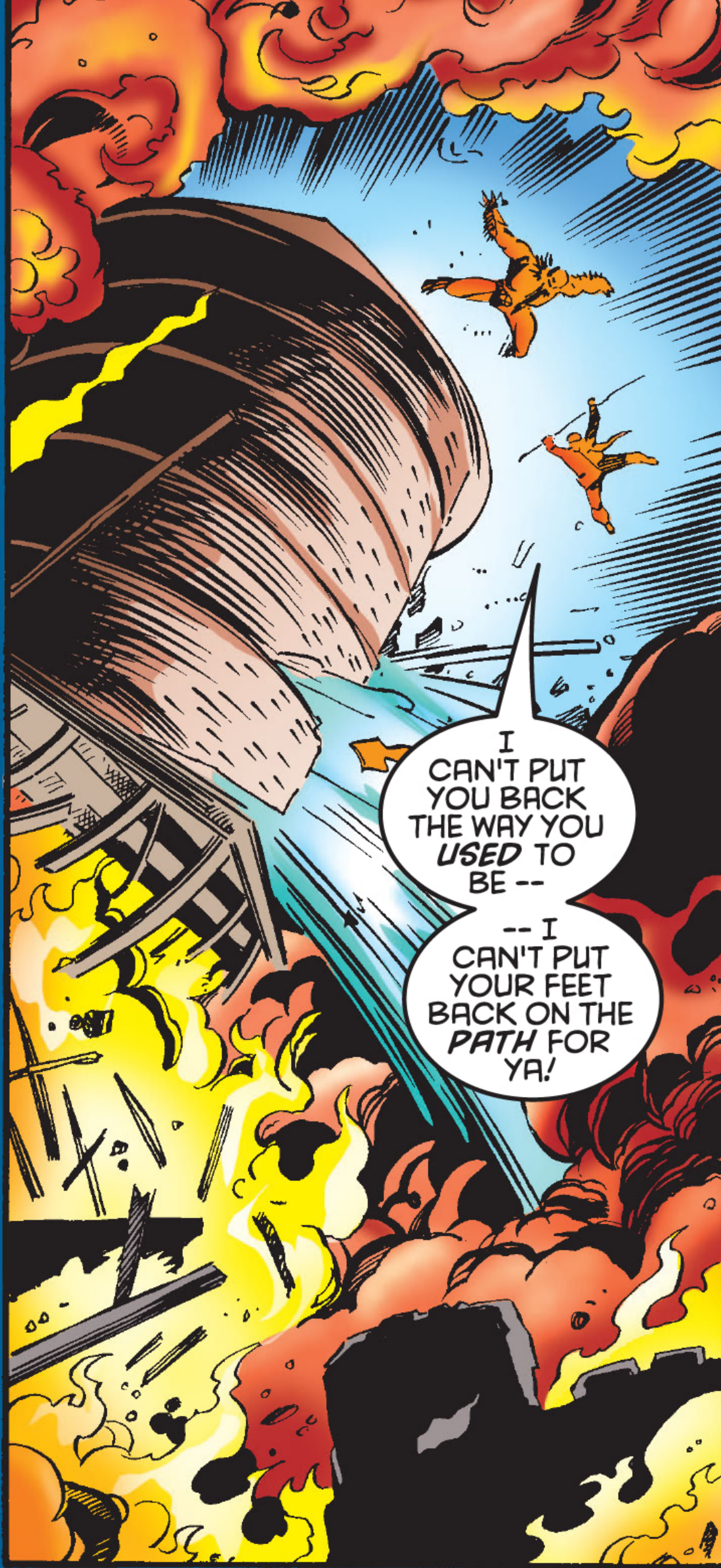


-- WITHOUT IGNORANCE THERE AIN'T NO LEARNIN'!



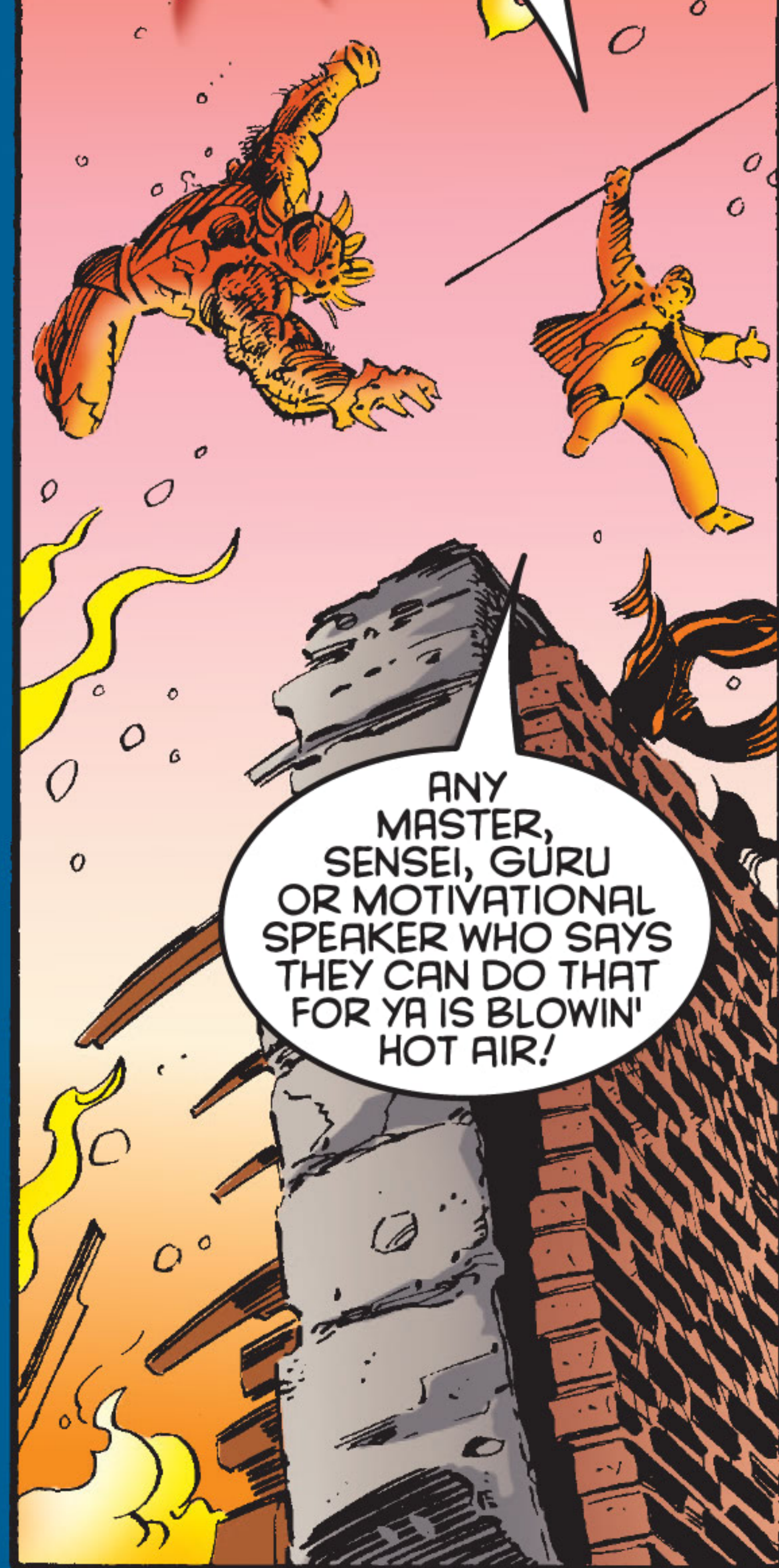
WHAT AM
I, THE TRAVELING
MENDICANT SCHOOL
TEACHER?

I CAN'T
TEACH YOU
ANY O' THAT
STUFF!



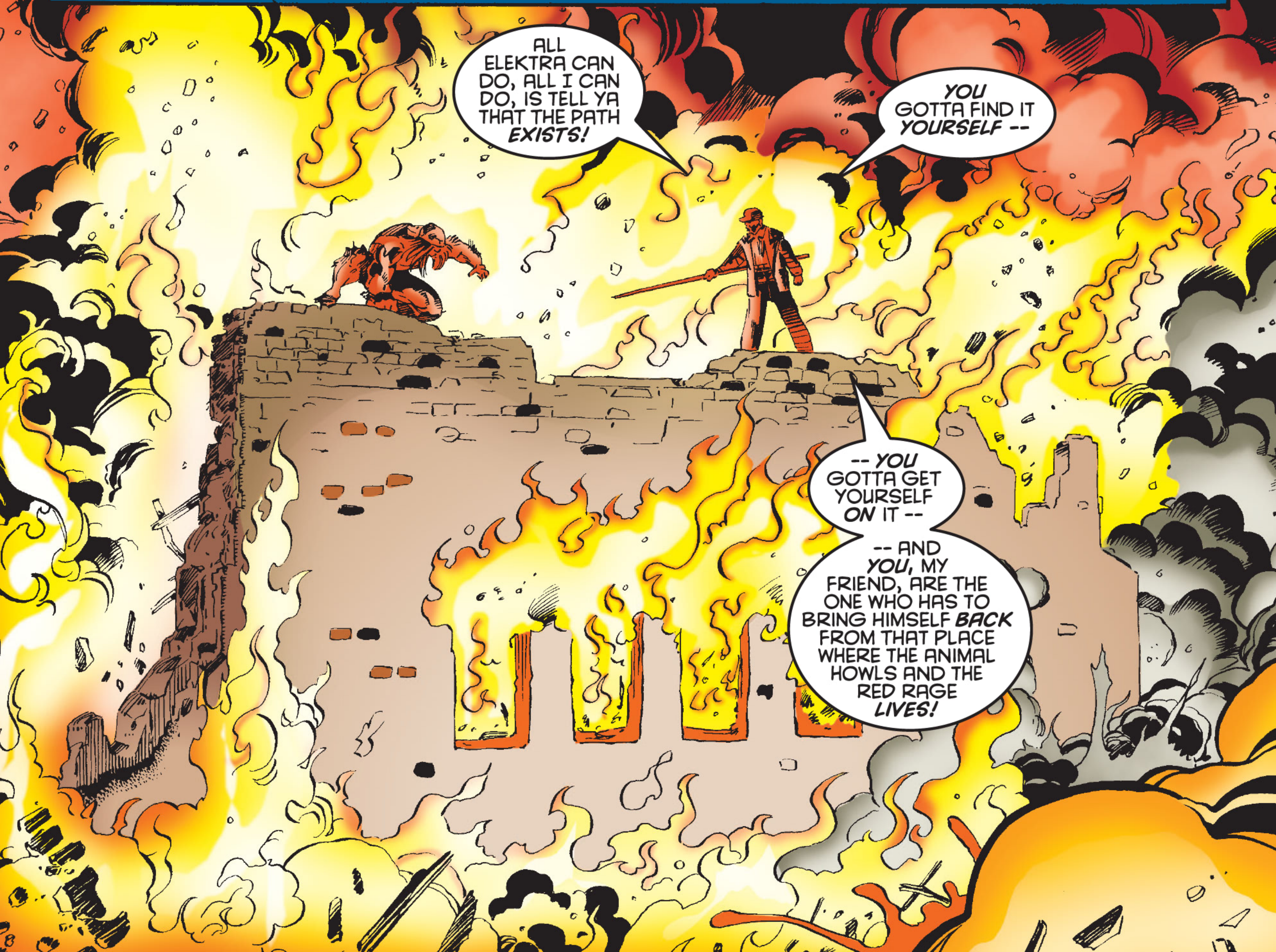
I
CAN'T PUT
YOU BACK
THE WAY YOU
USED TO
BE --

-- I
CAN'T PUT
YOUR FEET
BACK ON THE
PATH FOR
YA!



ELEKTRA
CAN'T PUT YOUR
FEET BACK ON
THE *PATH* FOR
YA.

ANY
MASTER,
SENSEI, GURU
OR MOTIVATIONAL
SPEAKER WHO SAYS
THEY CAN DO THAT
FOR YA IS BLOWIN'
HOT AIR!

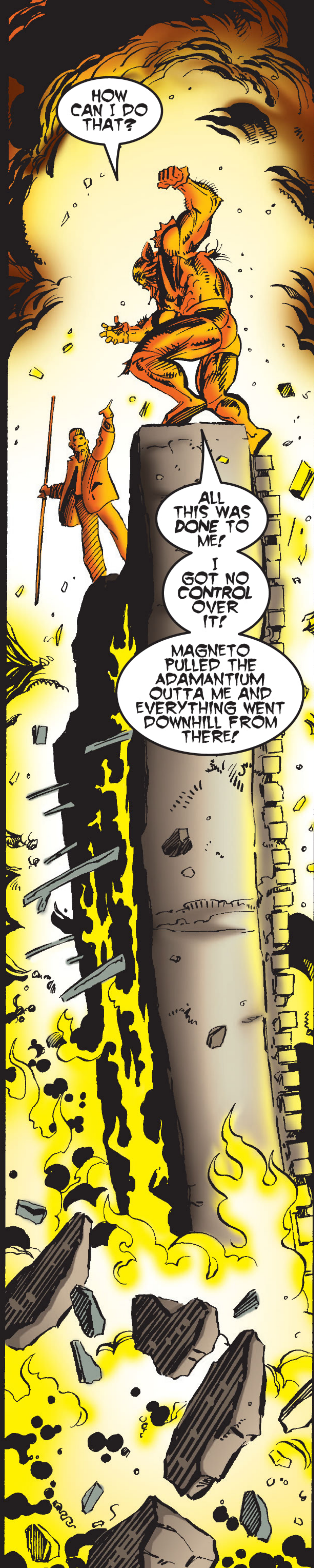


ALL
ELEKTRA CAN
DO, IS TELL YA
THAT THE *PATH*
EXISTS!

YOU
GOTTA FIND IT
YOURSELF --

-- YOU
GOTTA GET
YOURSELF
ON IT --

-- AND
YOU, MY
FRIEND, ARE THE
ONE WHO HAS TO
BRING HIMSELF *BACK*
FROM THAT PLACE
WHERE THE ANIMAL
HOWLS AND THE
RED RAGE
LIVES!



HOW CAN I DO THAT?

ALL THIS WAS DONE TO ME!

I GOT NO CONTROL OVER IT!

MAGNETO PULLED THE ADAMANTIUM OUTTA ME AND EVERYTHING WENT DOWNHILL FROM THERE!

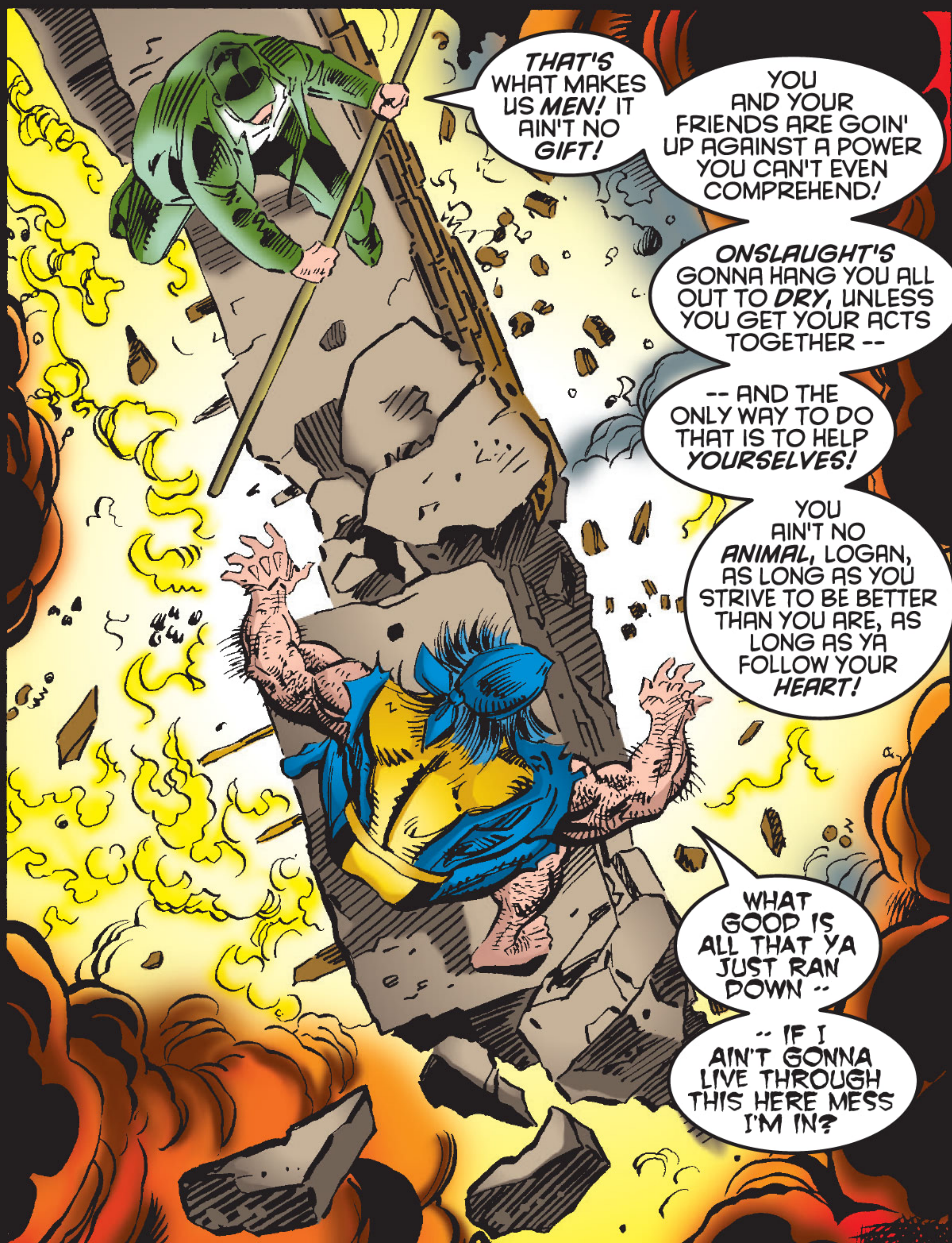


WRONG!

WHEN MAGNETO TOOK THE METAL OUTTA YOU, YOU WERE THE ONE WHO GAVE UP ON KEEPIN' YOURSELF TOGETHER!



HE PUT THE **FEAR** IN YOU, AND IT **ERODED** YER SOUL, AND IT MADE YA FORGET THAT EVERY SECOND OF OUR LIVES WE GOTTA **FIGHT** TO KEEP FROM SLIPPIN' BACK INTO BEIN' THE ANIMALS WE **REALLY** WANT TO BE!



THAT'S WHAT MAKES US **MEN**! IT AIN'T NO **GIFT**!

YOU AND YOUR FRIENDS ARE GOIN' UP AGAINST A POWER YOU CAN'T EVEN COMPREHEND!

ONSLAUGHT'S GONNA HANG YOU ALL OUT TO **DRY**, UNLESS YOU GET YOUR ACTS TOGETHER --

-- AND THE ONLY WAY TO DO THAT IS TO HELP **YOURSELVES**!

YOU AIN'T NO **ANIMAL**, LOGAN, AS LONG AS YOU STRIVE TO BE BETTER THAN YOU ARE, AS LONG AS YA FOLLOW YOUR **HEART**!

WHAT GOOD IS ALL THAT YA JUST RAN DOWN --

-- IF I AIN'T GONNA LIVE THROUGH THIS HERE MESS I'M IN?



IF YA
JUMP WHERE I'M
POINTIN', YOU'LL
LIVE.



HOW
CAN I BELIEVE
YA?

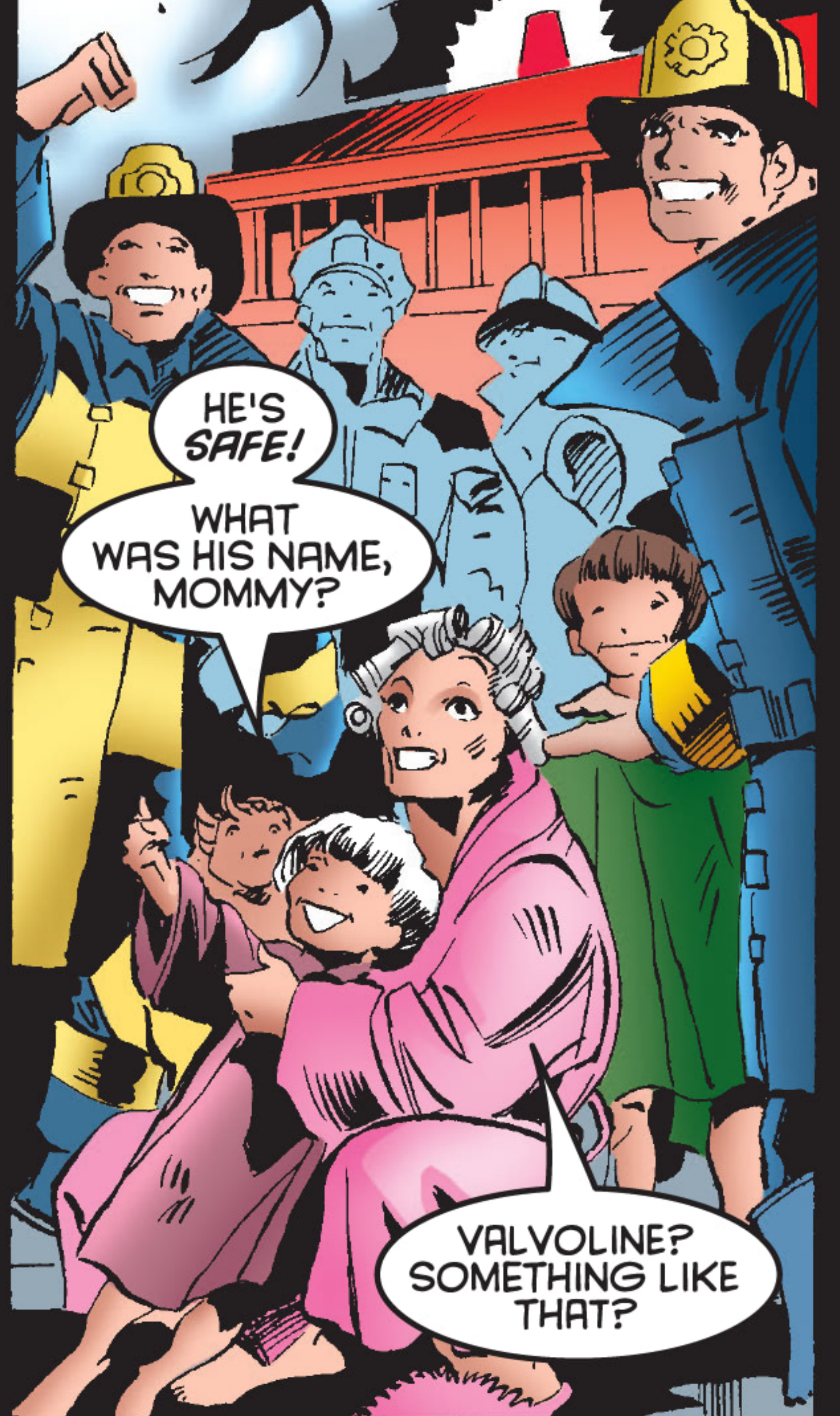
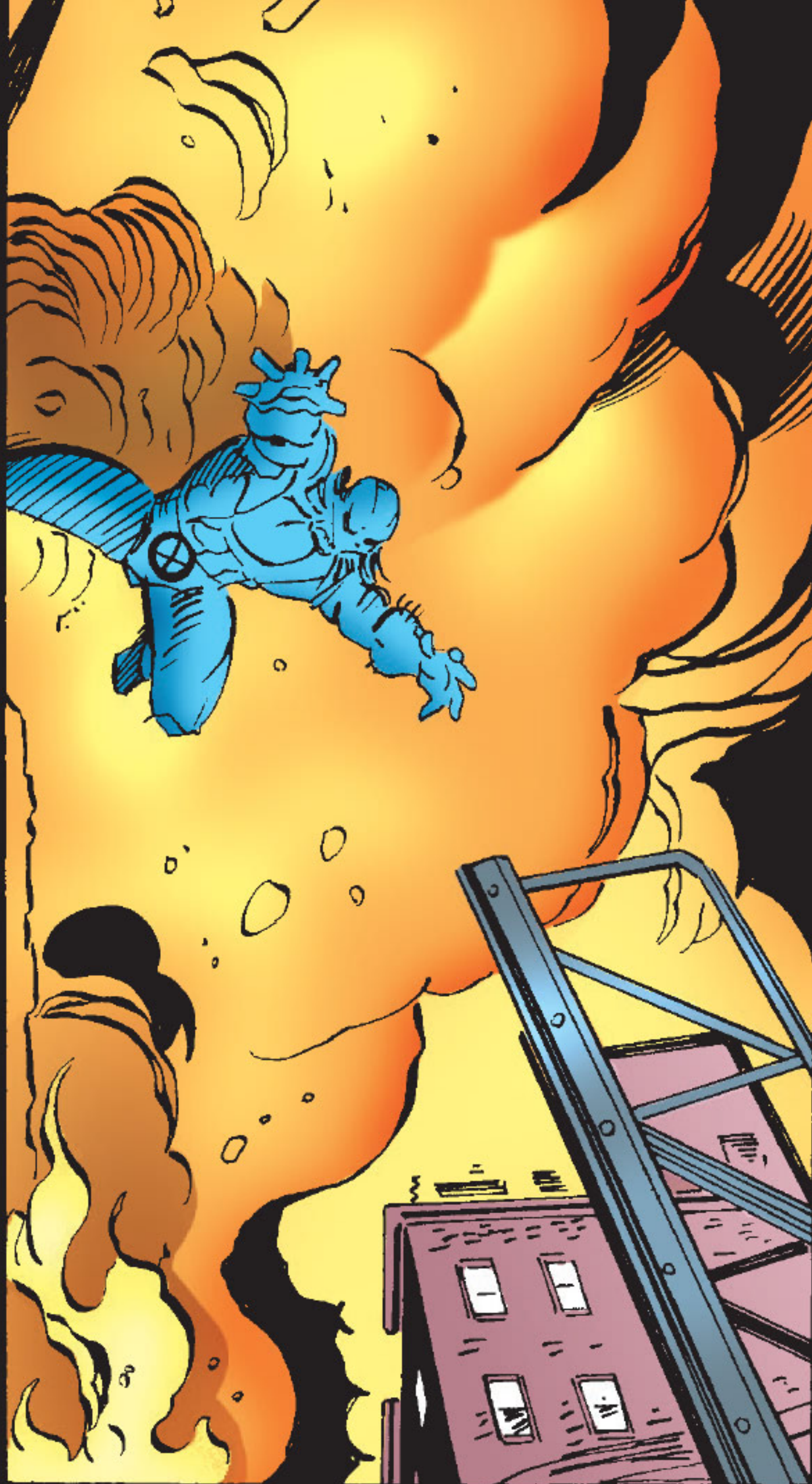


YOU GOT
A CHOICE,
BOY?



A MAN'S
ALWAYS GOT A
CHOICE --

-- AND
I'M CHOOSIN'
TO TRUST
YA!



THE HEROES GATHER FOR ONE
FINAL ASSAULT ON ONSLAUGHT IN:

**MARVEL
ONSLAUGHT
UNIVERSE**

**AND, IN 30 DAYS,
WOLVERINE AND ELEKTRA
GO HOME AGAIN!**



4A HEAVILY SHIELDED BRIEFING ROOM SOMEWHERE IN THE BALKANS...

BEHOLD, EXCELLENCY---! OUR SPY SATELLITE MANAGED TO TRANSMIT THE FOLLOWING **PHOTOS** BEFORE IT WAS DISABLED BY A POWERFUL **ELECTROMAGNETIC PULSE**.

AN ARMY OF SENTINEL-CLASS ROBOTS HAS APPARENTLY TURNED AGAINST **HUMANITY** AND INVADDED **NEW YORK CITY**.

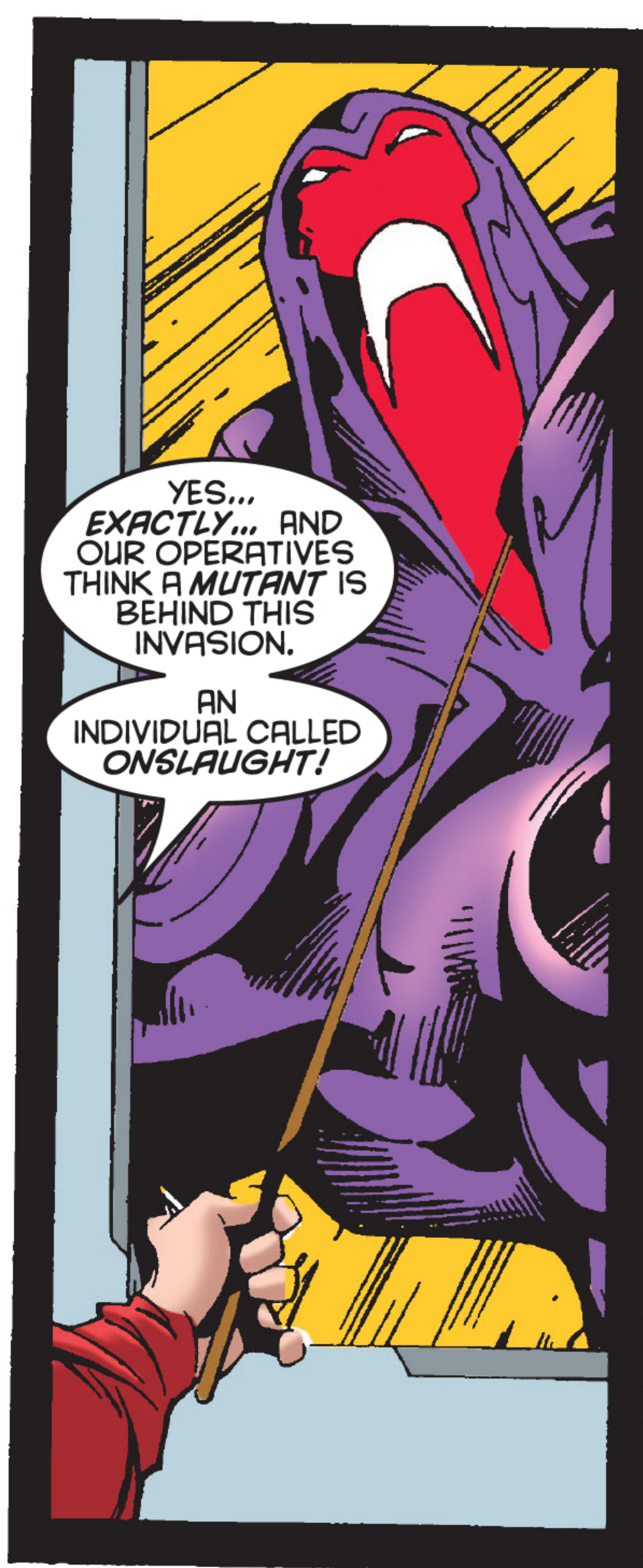
MANY OF THE CITY'S **COSTUMED HEROES** HAVE Banded TOGETHER IN RESPONSE, AND --

YOU NEEDN'T BELABOR THE **OBVIOUS**, FOOL!

THAT PICTURE SPEAKS FOR ITSELF.

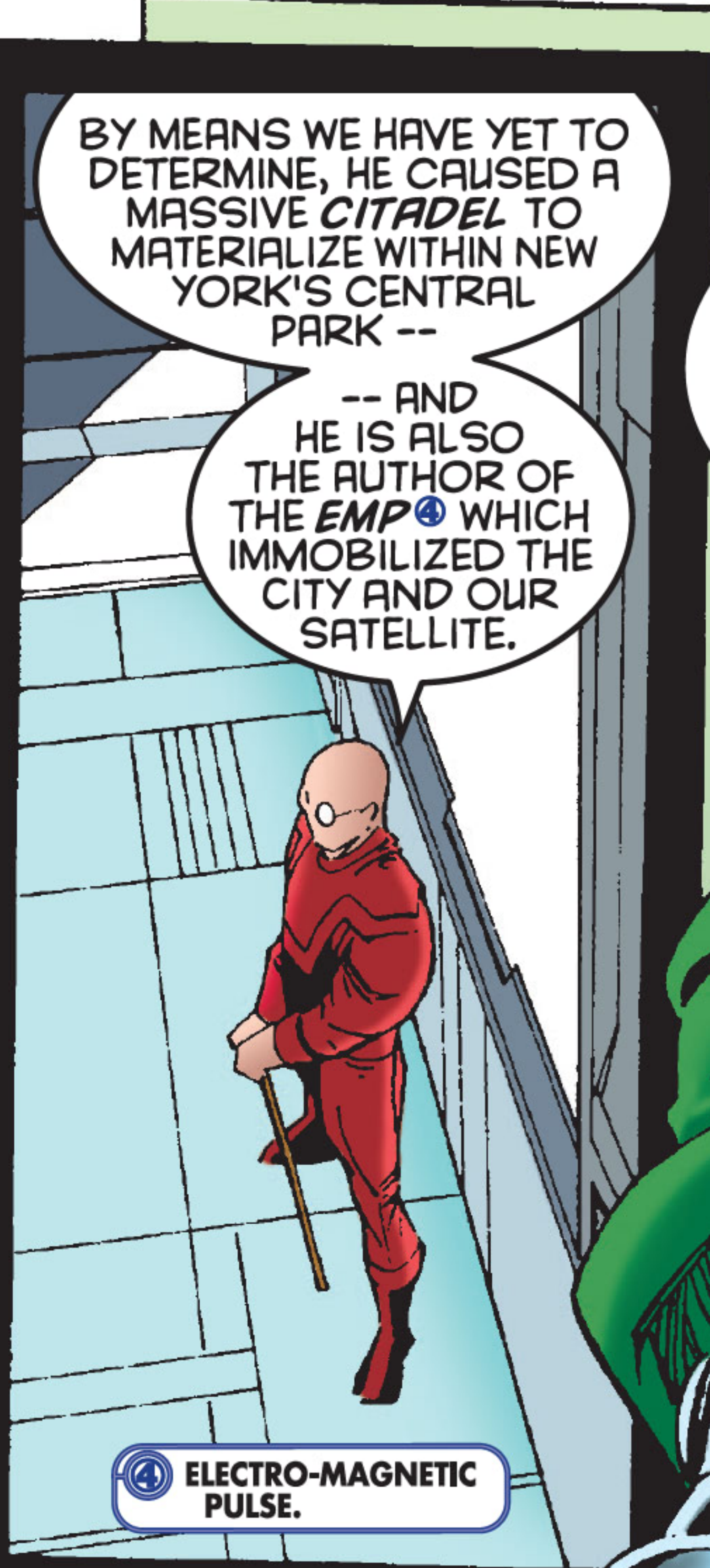
I BELIEVE THESE ROBOTS WERE ORIGINALLY DESIGNED TO COMBAT SUPER-POWERED **MUTANTS**.





YES...
EXACTLY... AND
OUR OPERATIVES
THINK A **MUTANT** IS
BEHIND THIS
INVASION.

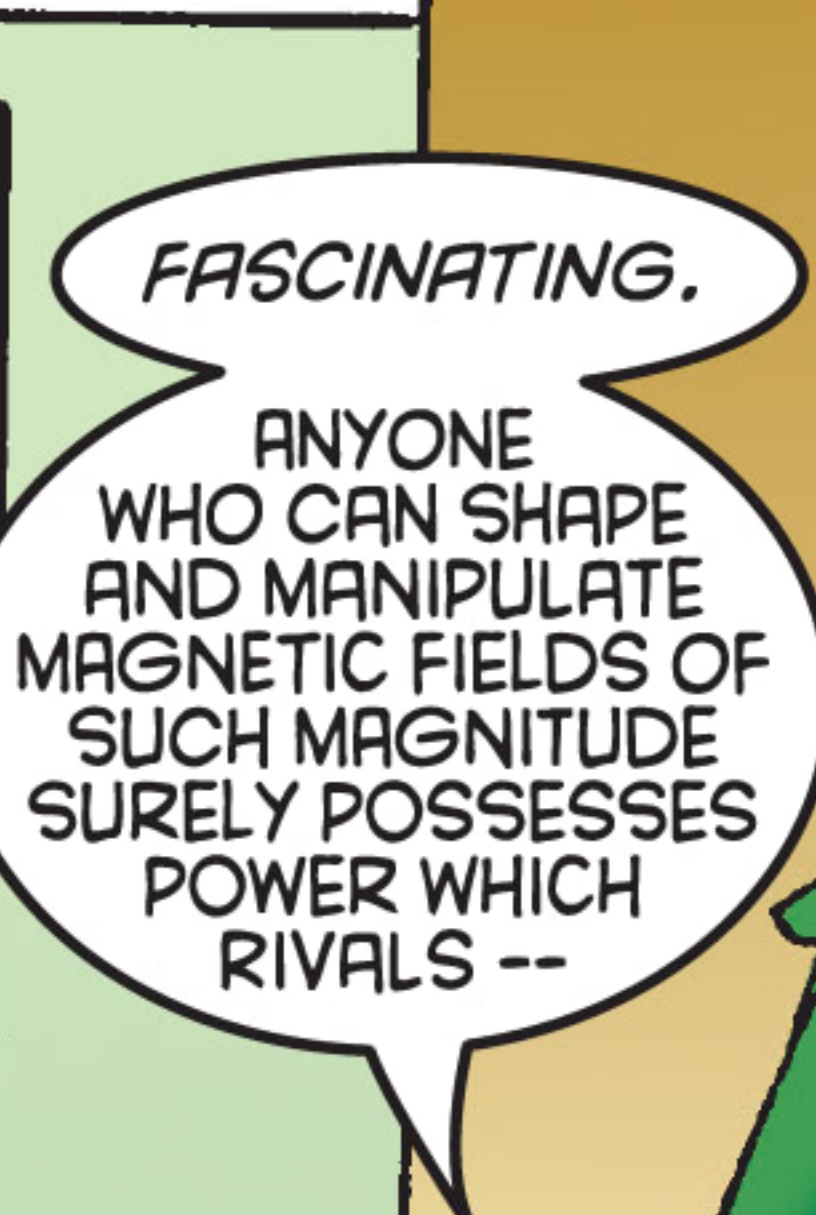
AN
INDIVIDUAL CALLED
ONSLAUGHT!



BY MEANS WE HAVE YET TO
DETERMINE, HE CAUSED A
MASSIVE **CITADEL** TO
MATERIALIZE WITHIN NEW
YORK'S CENTRAL
PARK --

-- AND
HE IS ALSO
THE AUTHOR OF
THE **EMP** WHICH
IMMOBILIZED THE
CITY AND OUR
SATELLITE.

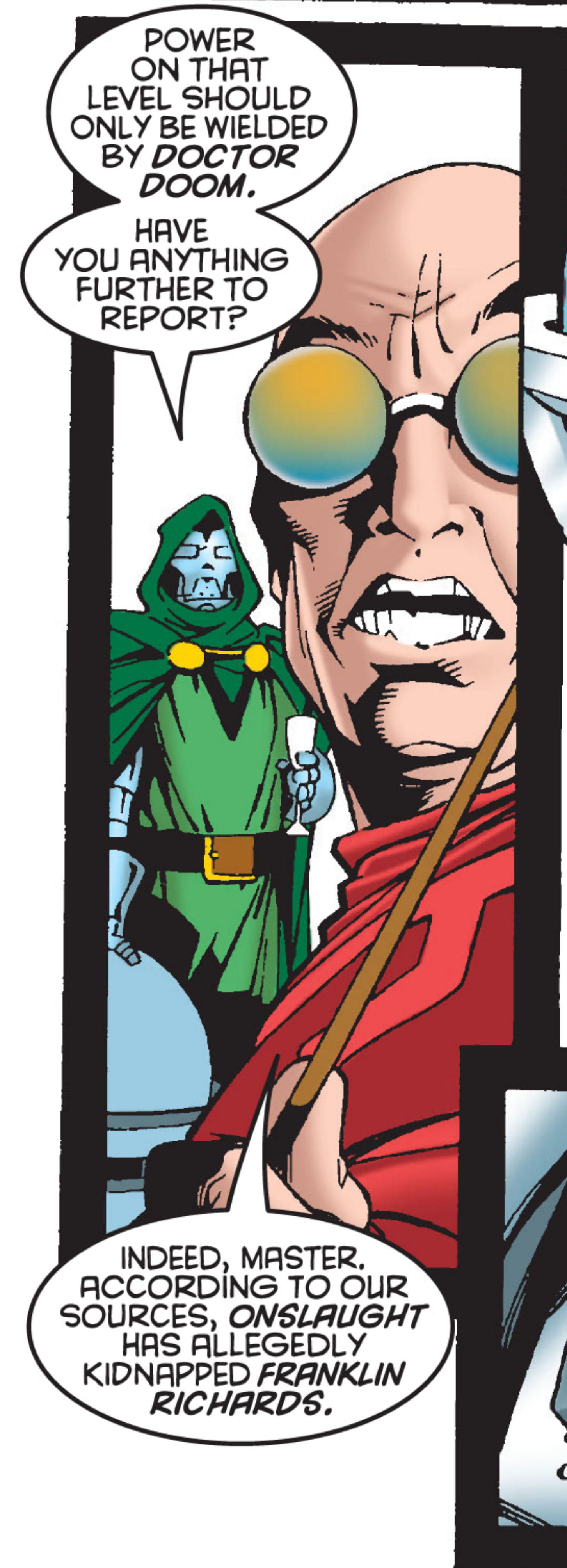
4 ELECTRO-MAGNETIC
PULSE.



FASCINATING.

ANYONE
WHO CAN SHAPE
AND MANIPULATE
MAGNETIC FIELDS OF
SUCH MAGNITUDE
SURELY POSSESSES
POWER WHICH
RIVALS --

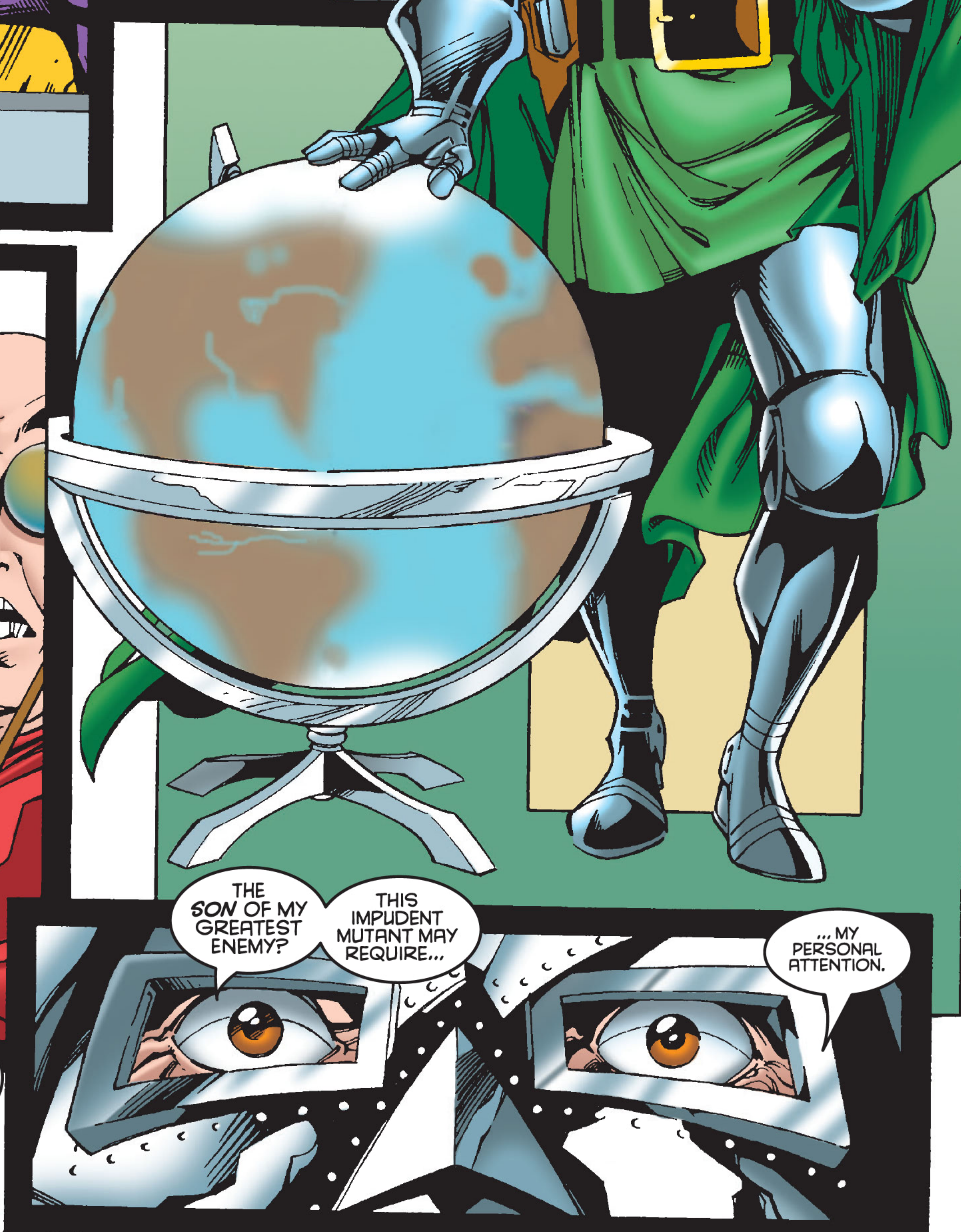
-- OR EVEN
SURPASSES --
MAGNETO, THE SELF-
STYLED MASTER OF
MAGNETISM.



POWER
ON THAT
LEVEL SHOULD
ONLY BE WIELDED
BY **DOCTOR
DOOM**.

HAVE
YOU ANYTHING
FURTHER TO
REPORT?

INDEED, MASTER.
ACCORDING TO OUR
SOURCES, **ONSLAUGHT**
HAS ALLEGEDLY
KIDNAPPED **FRANKLIN
RICHARDS**.



THE
**SON OF MY
GREATEST
ENEMY?**

THIS
IMPUDENT
MUTANT MAY
REQUIRE...

... MY
PERSONAL
ATTENTION.

THE FABULOUS FANTASTIC FOUR FACE THEIR GREATEST CHALLENGE!

Stan
Lee
Presents

TOM DEFALCO CARLOS PACHECO
Writer Penciler
BOB WIACEK Inker

UNFINISHED BUSINESS

Ink Assists CANDELARIO/RUSSELL/MILGROM

LENSHOEK/HUSTON/LAZZELARI Colors

MALIBU Enhancement

RS/COMICRAFT/KF Lettering

SUZANNE GAFFNEY

BOB HARRAS Editor
Chief

4 FOR THE PAST SEVERAL HOURS, SUSAN RICHARDS HAS SUPERVISED THE MAKE-SHIFT TRIAGE CENTER WITHIN FOUR FREEDOMS PLAZA...

WITH STOIC PROFESSIONALISM, SHE HAS ATTENDED TO THOSE RECENTLY WOUNDED IN THE BATTLE AGAINST THE FORCES OF ONSLAUGHT.

HER STRENGTH IS AN INSPIRATION TO ALL.

UNFORTUNATELY, IT IS ONLY A FACADE...

FRANKLIN MUST HAVE LEFT THESE TOYS IN HERE BEFORE...

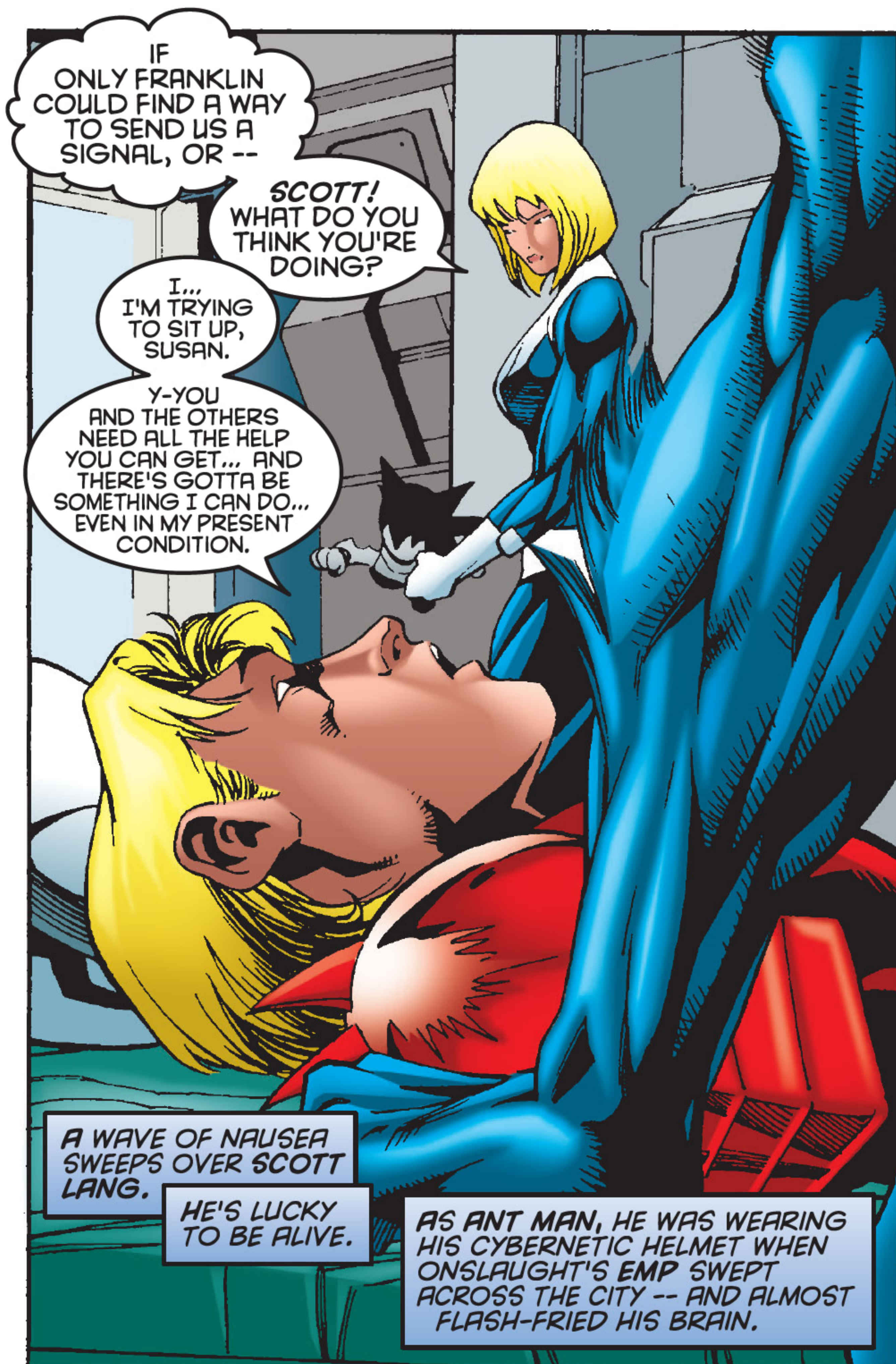
Oh, GOD! WHY DID THAT OOSTER STEAL MY SON?

I CAN'T LOSE HOPE! MUSTN'T DESPAIR!

B-BUT HOW MUCH LONGER CAN I CARRY ON --

-- WITHOUT KNOWING IF MY BABY'S DEAD OR ALIVE?!





IF ONLY FRANKLIN COULD FIND A WAY TO SEND US A SIGNAL, OR --

SCOTT! WHAT DO YOU THINK YOU'RE DOING?

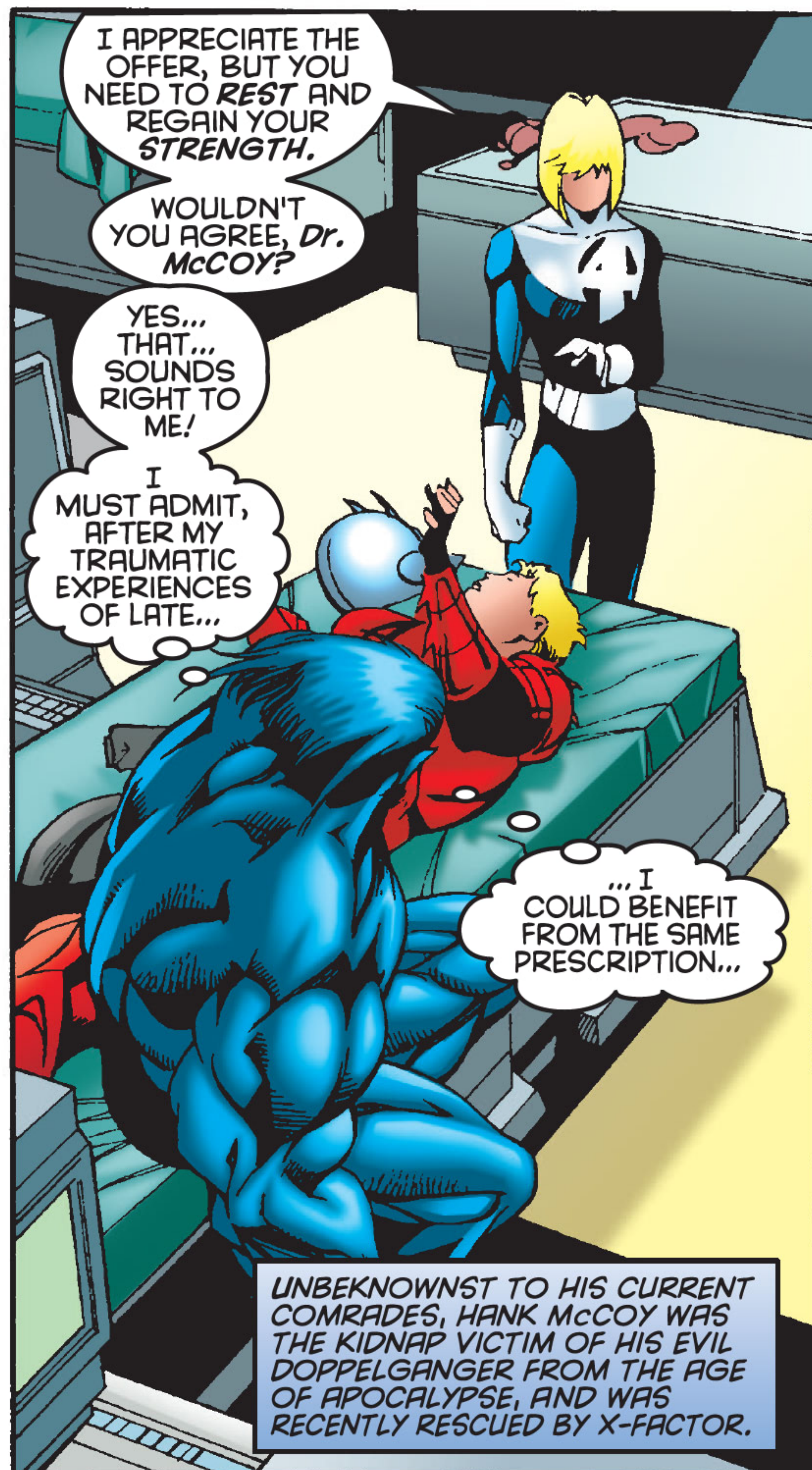
I... I'M TRYING TO SIT UP, SUSAN.

Y-YOU AND THE OTHERS NEED ALL THE HELP YOU CAN GET... AND THERE'S GOTTA BE SOMETHING I CAN DO... EVEN IN MY PRESENT CONDITION.

A WAVE OF NAUSEA SWEEPS OVER SCOTT LANG.

HE'S LUCKY TO BE ALIVE.

AS ANT MAN, HE WAS WEARING HIS CYBERNETIC HELMET WHEN ONSLAUGHT'S EMP SWEEP ACROSS THE CITY -- AND ALMOST FLASH-FRIED HIS BRAIN.



I APPRECIATE THE OFFER, BUT YOU NEED TO REST AND REGAIN YOUR STRENGTH.

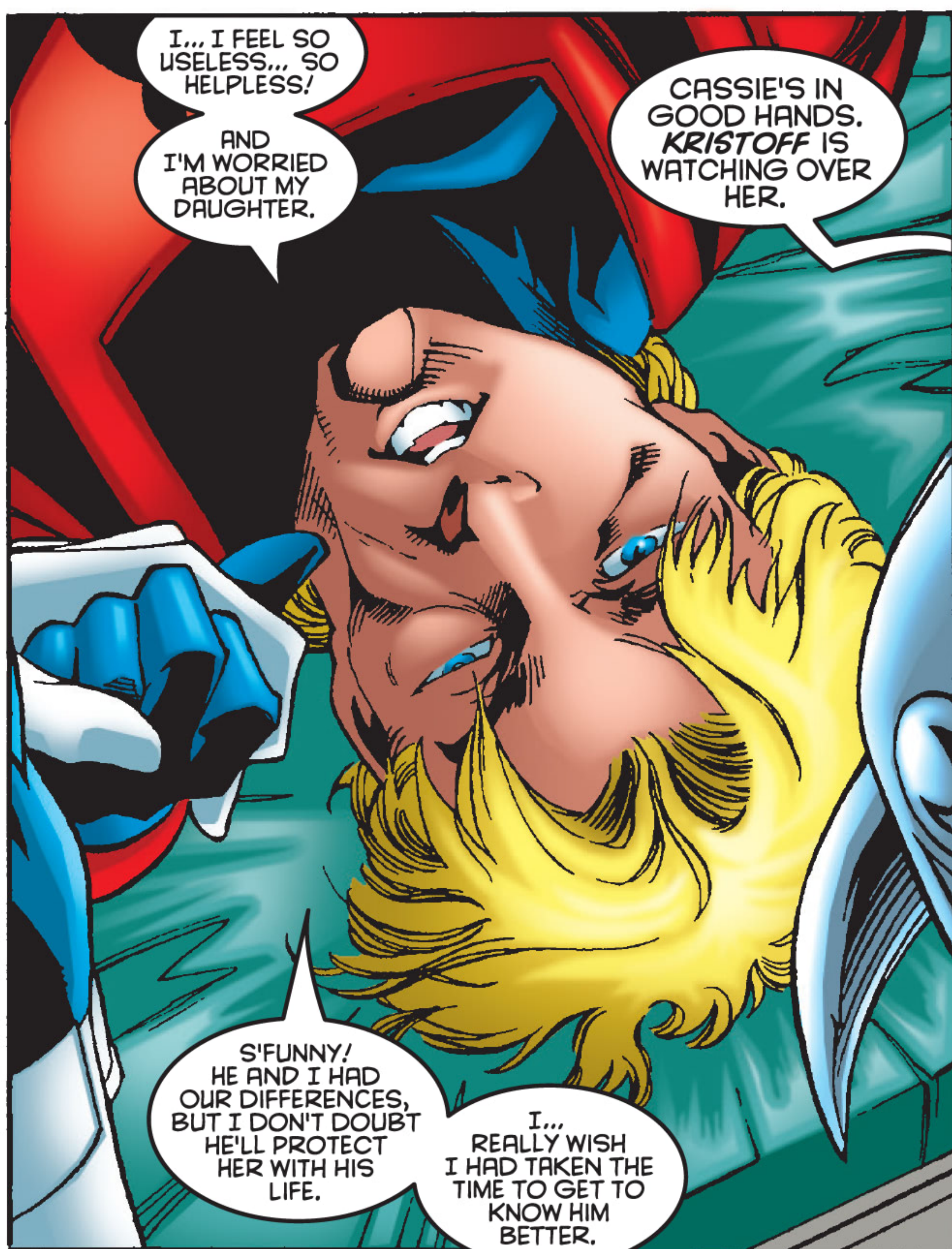
WOULDN'T YOU AGREE, Dr. MCCOY?

YES... THAT... SOUNDS RIGHT TO ME!

I MUST ADMIT, AFTER MY TRAUMATIC EXPERIENCES OF LATE...

... I COULD BENEFIT FROM THE SAME PRESCRIPTION...

UNBEKNOWNST TO HIS CURRENT COMRADES, HANK MCCOY WAS THE KIDNAP VICTIM OF HIS EVIL DOPPELGANGER FROM THE AGE OF APOCALYPSE, AND WAS RECENTLY RESCUED BY X-FACTOR.



I... I FEEL SO USELESS... SO HELPLESS!

AND I'M WORRIED ABOUT MY DAUGHTER.

CASSIE'S IN GOOD HANDS. KRISTOFF IS WATCHING OVER HER.

S'FUNNY! HE AND I HAD OUR DIFFERENCES, BUT I DON'T DOUBT HE'LL PROTECT HER WITH HIS LIFE.

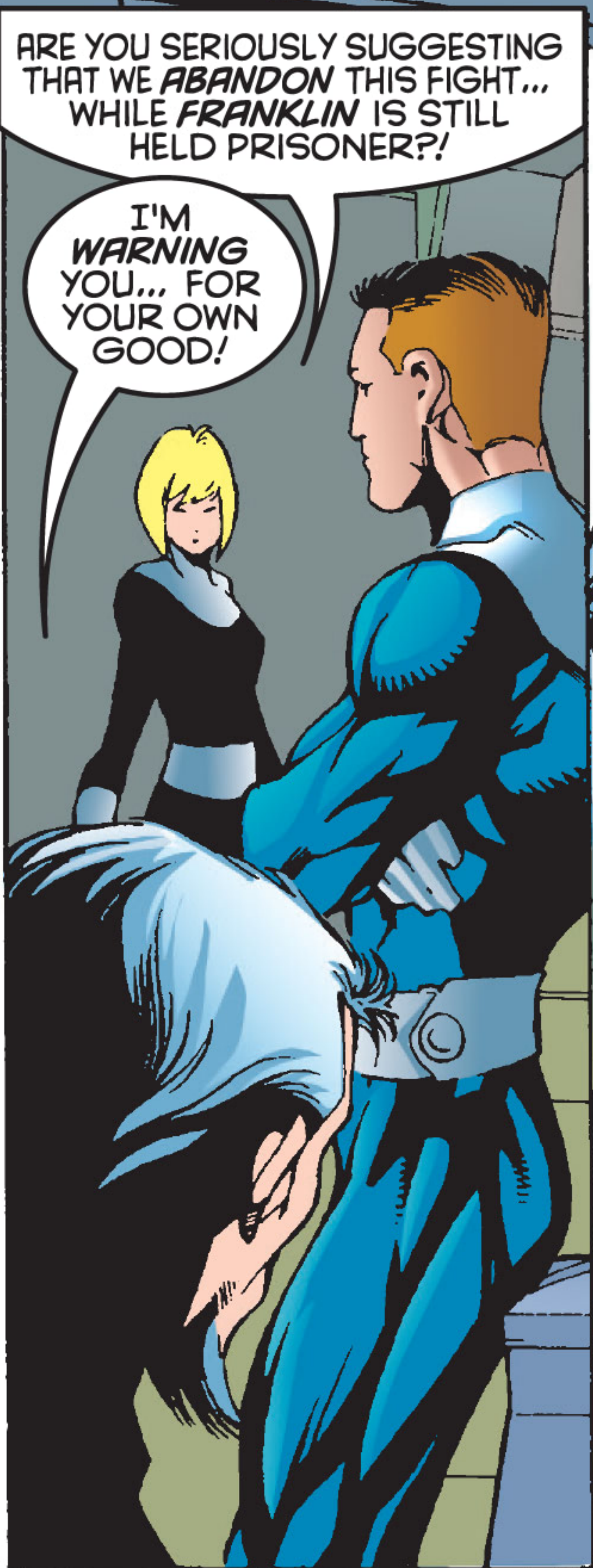
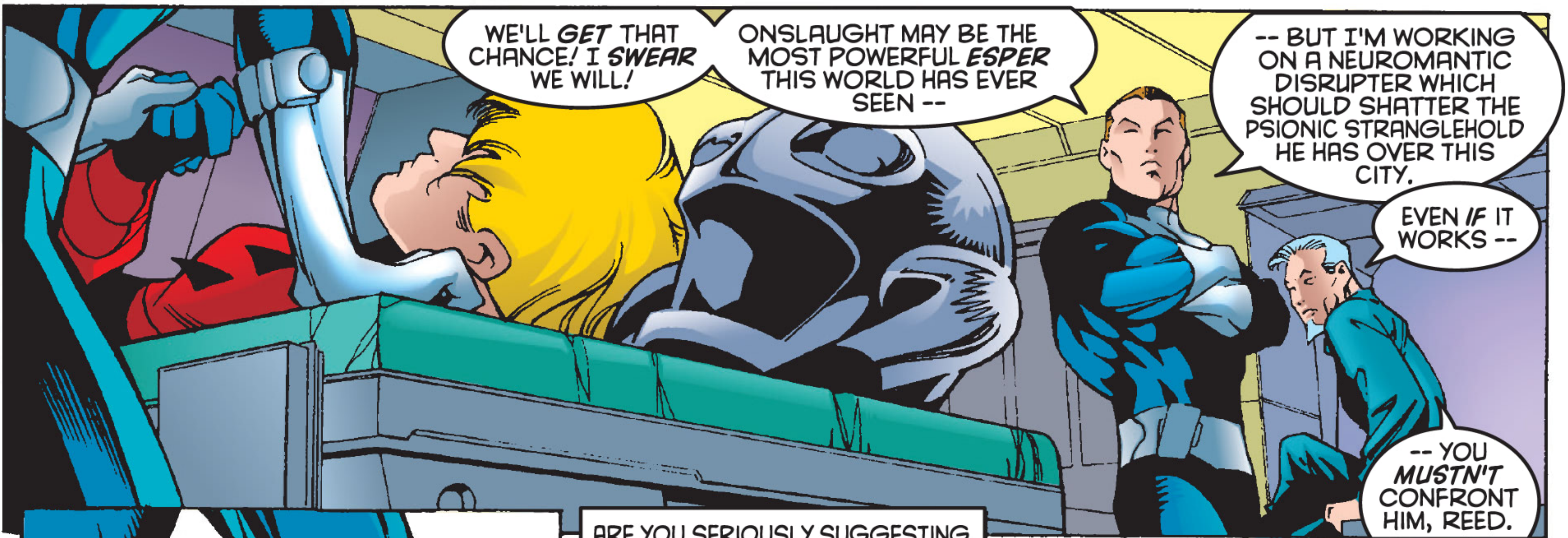
I... REALLY WISH I HAD TAKEN THE TIME TO GET TO KNOW HIM BETTER.

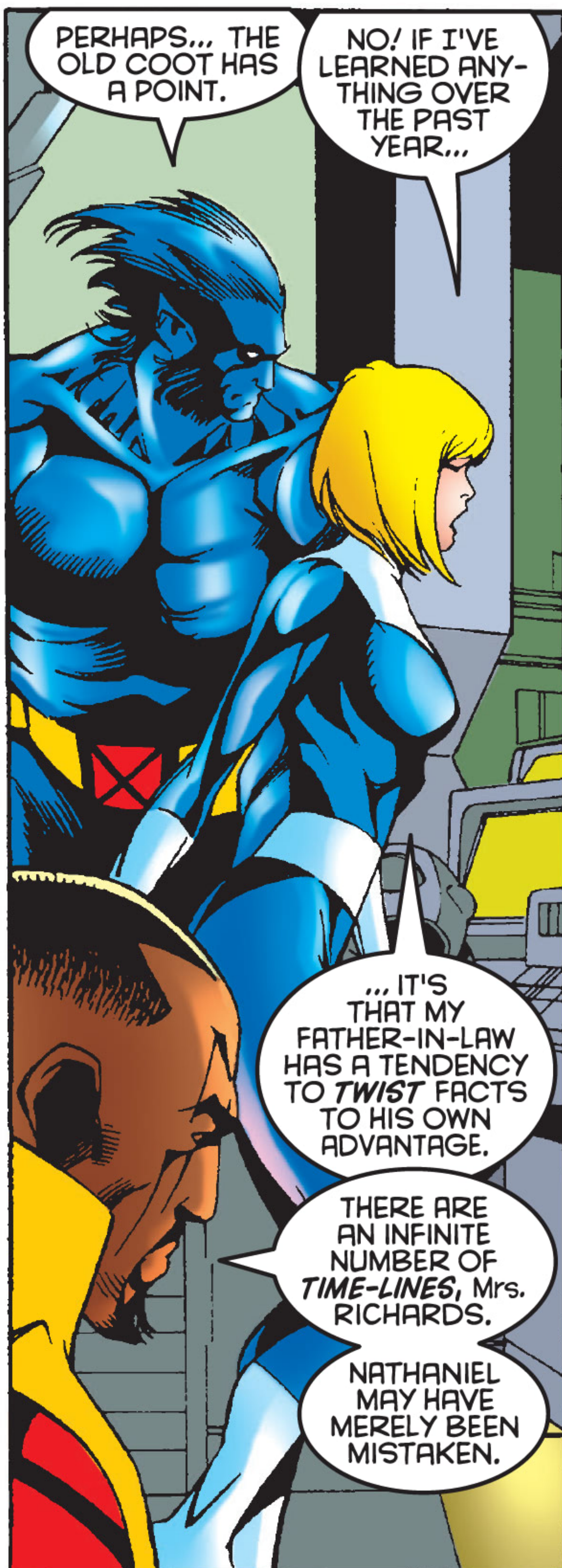


WE ALL HAVE OUR REGRETS, SCOTT...

... EVERYONE OF US HAS WASTED TIME WHICH COULD HAVE BEEN PUT TO BETTER USE.

WE CAN ONLY HOPE WE'LL GET ANOTHER CHANCE TO CORRECT THOSE MISTAKES.





PERHAPS... THE OLD COOT HAS A POINT.

NO! IF I'VE LEARNED ANYTHING OVER THE PAST YEAR...

... IT'S THAT MY FATHER-IN-LAW HAS A TENDENCY TO *TWIST* FACTS TO HIS OWN ADVANTAGE.

THERE ARE AN INFINITE NUMBER OF *TIME-LINES*, Mrs. RICHARDS.

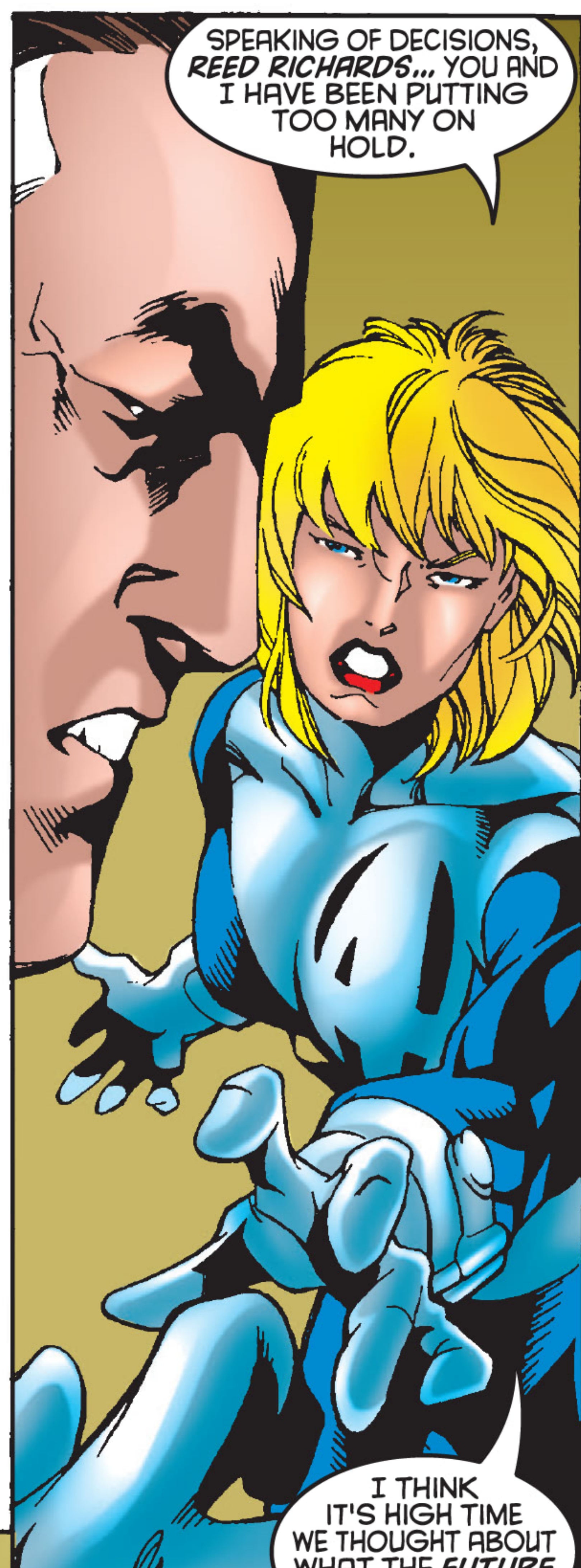
NATHANIEL MAY HAVE MERELY BEEN MISTAKEN.



ANYTHING'S POSSIBLE, BISHOP.

BUT I'VE NEVER HELD MUCH STOCK IN *DESTINY*.

I BELIEVE WE *DETERMINE* OUR OWN FUTURES... WITH EVERY NEW *DECISION*.

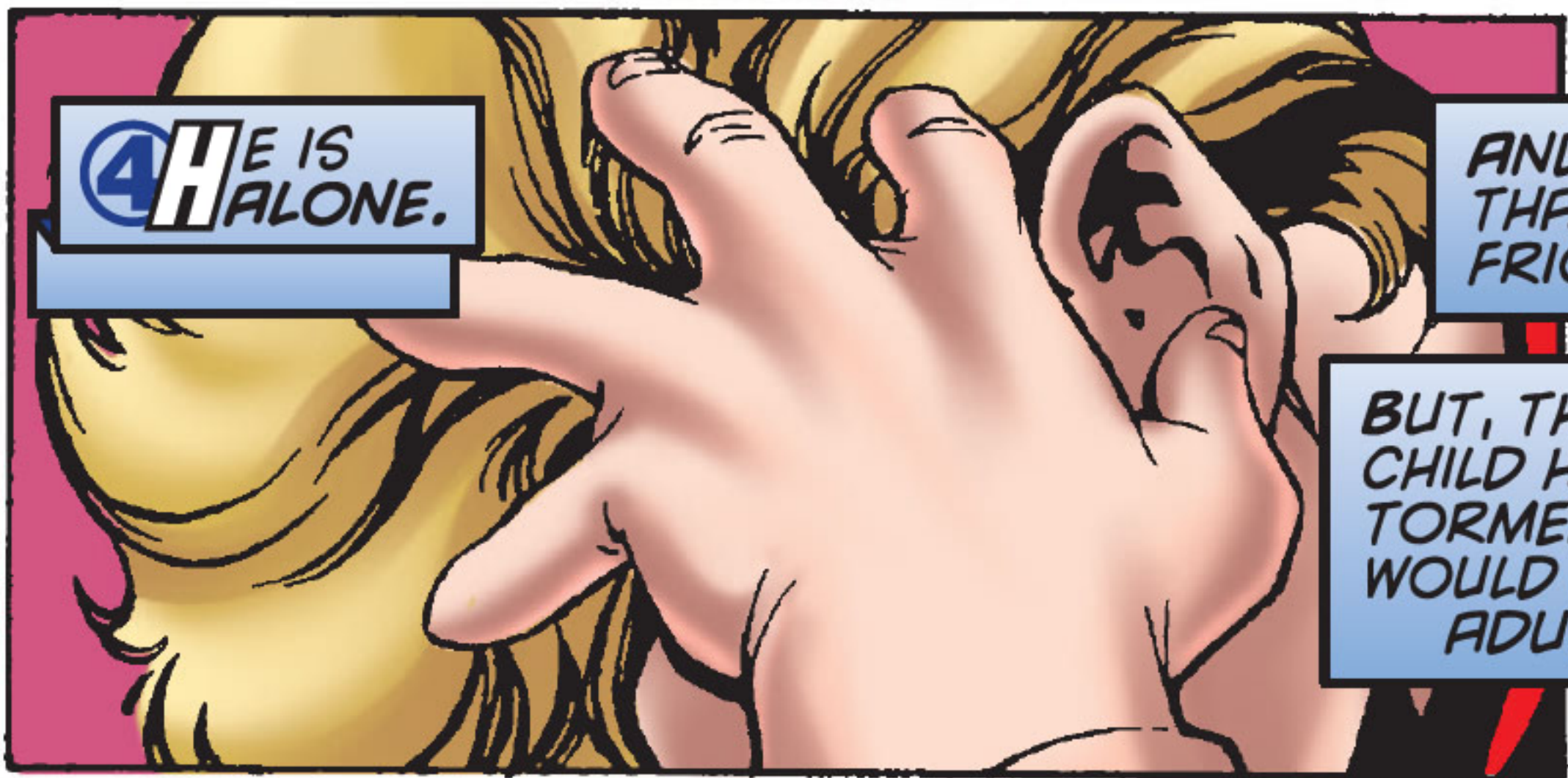


SPEAKING OF DECISIONS, *REED RICHARDS*... YOU AND I HAVE BEEN PUTTING TOO MANY ON HOLD.

I THINK IT'S HIGH TIME WE THOUGHT ABOUT WHAT THE *FUTURE* HOLDS FOR US --



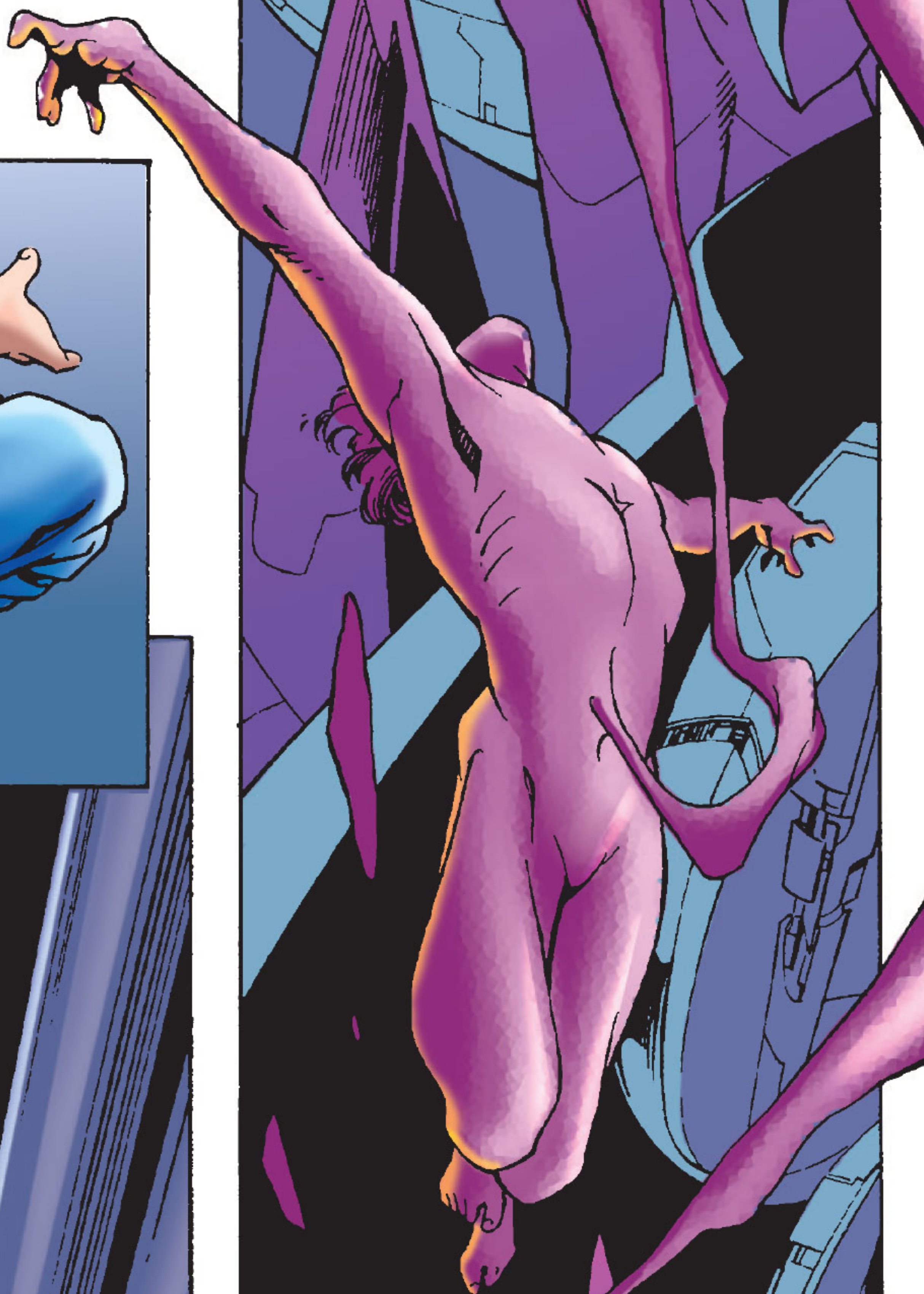
-- AND FOR OUR *FAMILY*!



4 HE IS ALONE.

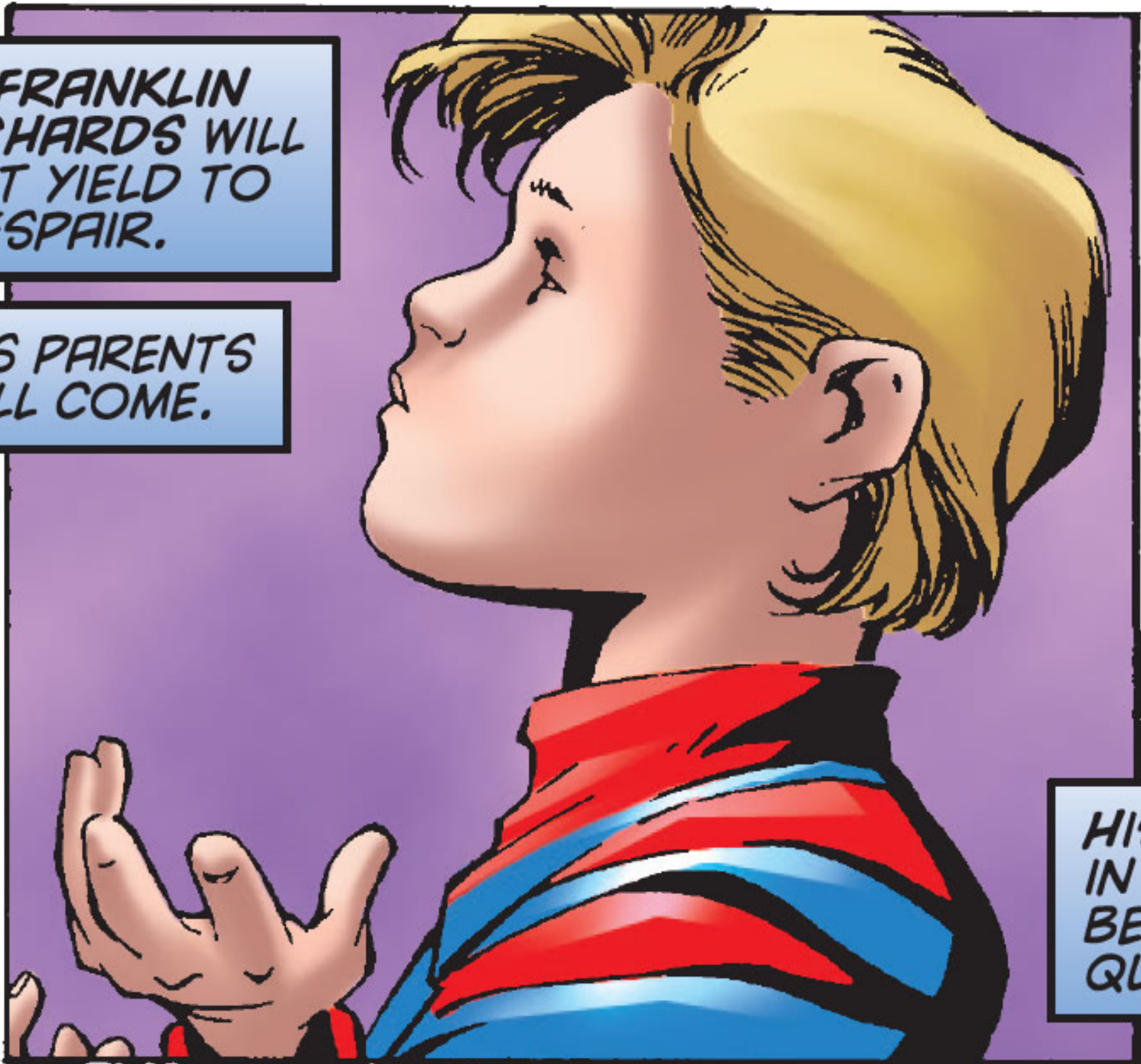
AND MORE THAN A LITTLE FRIGHTENED.

BUT, THOUGH THIS CHILD HAS SUFFERED TORMENTS WHICH WOULD CRUSH MOST ADULTS --



-- FRANKLIN RICHARDS WILL NOT YIELD TO DESPAIR.

HIS PARENTS WILL COME.



HIS FAITH IN THEM IS BEYOND QUESTION.

AND SO, HE CONCENTRATES...

ONSLAUGHT RECENTLY TAUGHT THIS MUTANT CHILD A SIMPLE TRICK.

A METHOD OF USING HIS MIND TO REACH ANOTHER.



A PLOY WHICH WAS THEN UTILIZED TO ENSNARE THE MUTANT KNOWN AS X-MAN.④

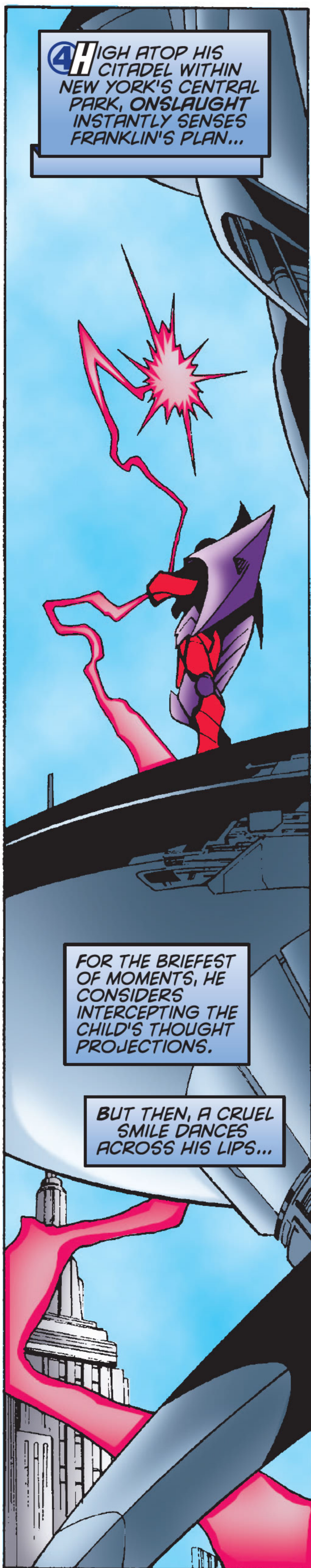
BUT FRANKLIN LEARNED HIS LESSON WELL.

EVEN NOW HE URGENTLY ATTEMPTS TO CONTACT HIS FAMILY, PROJECTING COMFORTING IMAGES OF HIMSELF.

IT IS A DESPERATE, BUT HEROIC ACT.



EXACTLY THE KIND ONE WOULD EXPECT FROM A CHILD RAISED BY THE FANTASTIC FOUR!



4 HIGH ATOP HIS CITADEL WITHIN NEW YORK'S CENTRAL PARK, ONSLAUGHT INSTANTLY SENSES FRANKLIN'S PLAN...

FOR THE BRIEFEST OF MOMENTS, HE CONSIDERS INTERCEPTING THE CHILD'S THOUGHT PROJECTIONS.

BUT THEN, A CRUEL SMILE DANCES ACROSS HIS LIPS...

HE WILL ALLOW THESE IMAGES TO REACH FRANKLIN'S PARENTS --

-- BUT NOT IN THE MANNER THE MUTANT CHILD INTENDS!

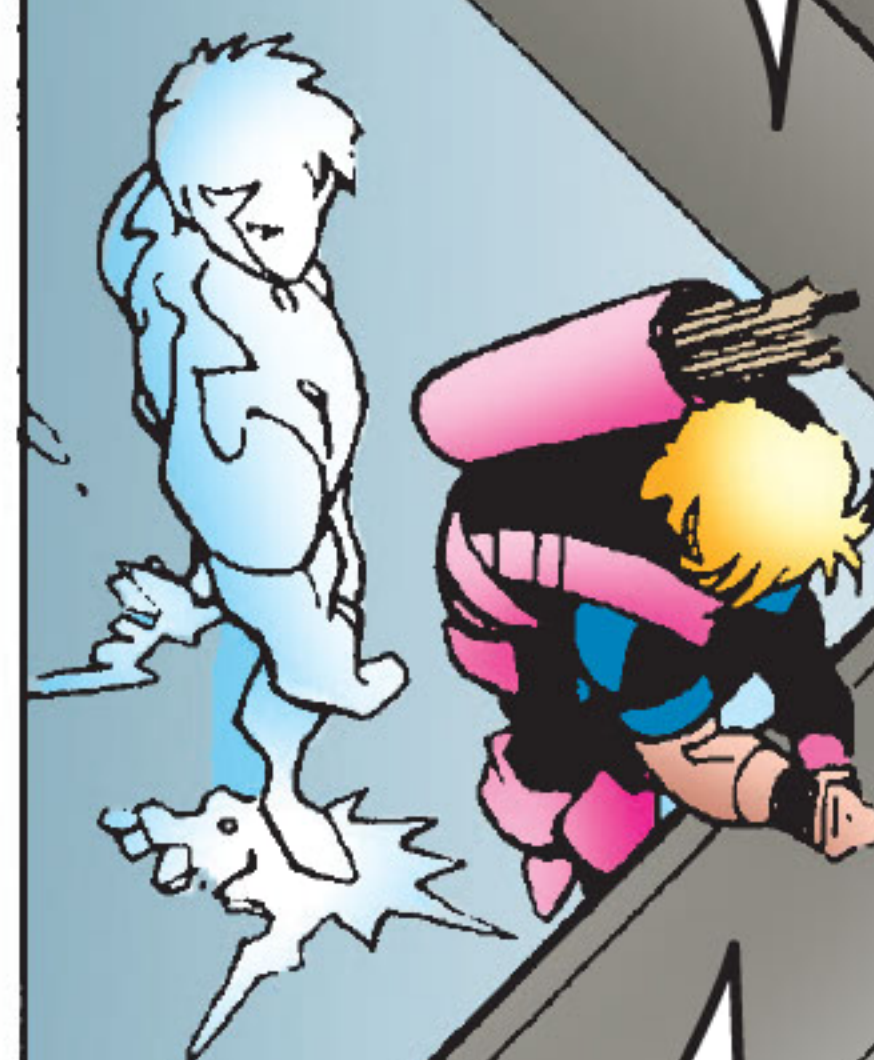
THIS IS SOO BORRRINGG!

MAYBE, HAWKEYE...

... BUT SOMEONE'S GOT TO KEEP AN ADVANCE EYE OUT FOR ONSLAUGHT.

I AGREE, ICEMAN... ONSLAUGHT'S CITADEL HAS TO BE WATCHED...

... BUT IT OUGHTTA BE SOMEONE ELSE.

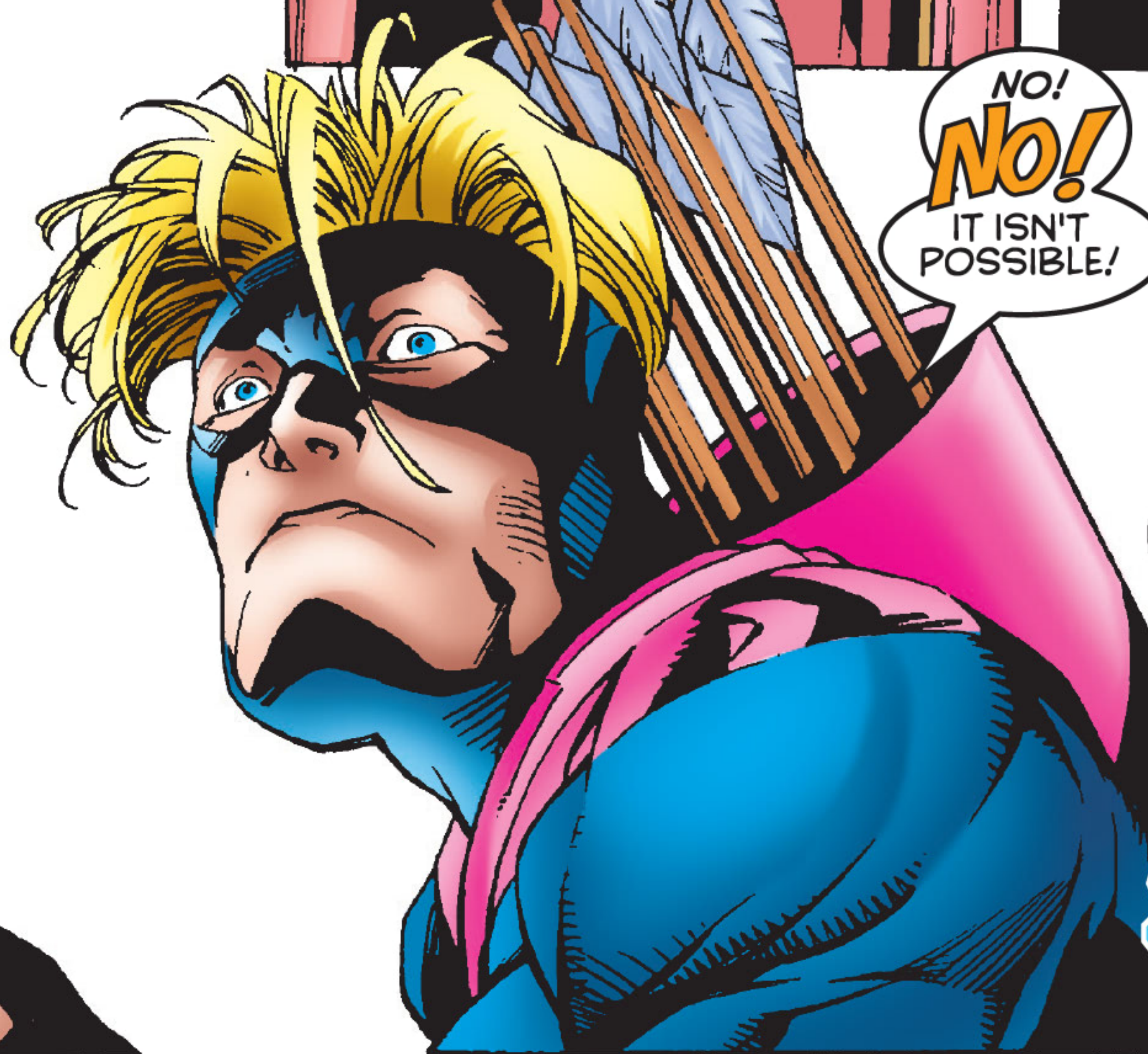


THIS IS A WASTE OF MY TALENTS.

I'M A MAN OF ACTION. A FIGHTER... NOT A WATCHER!

Uh-Oh...

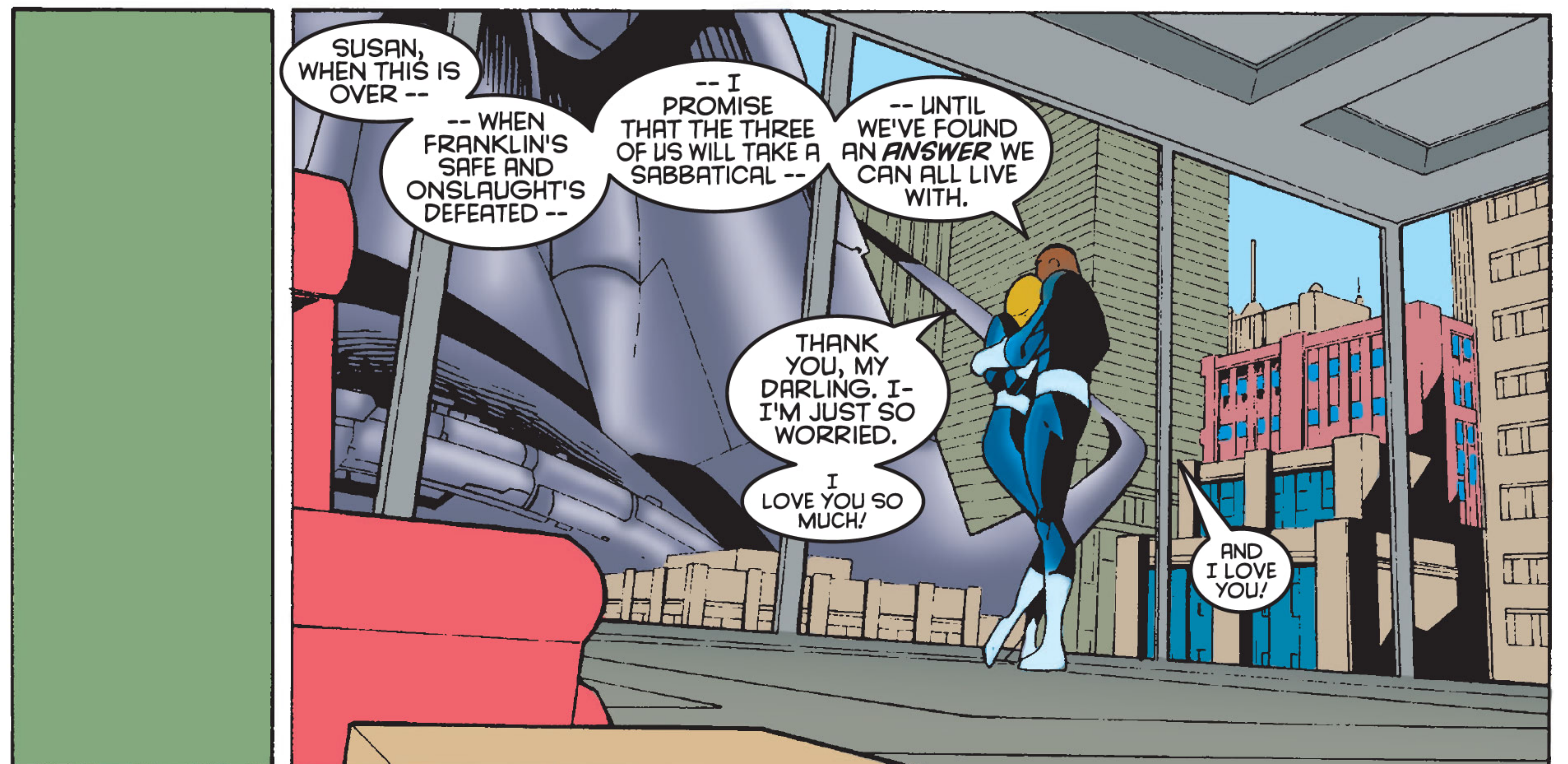
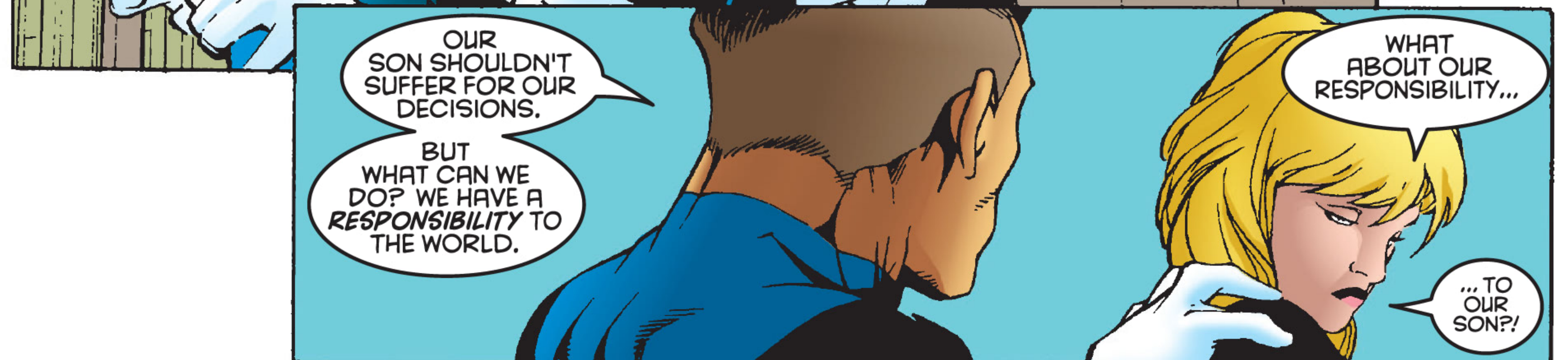
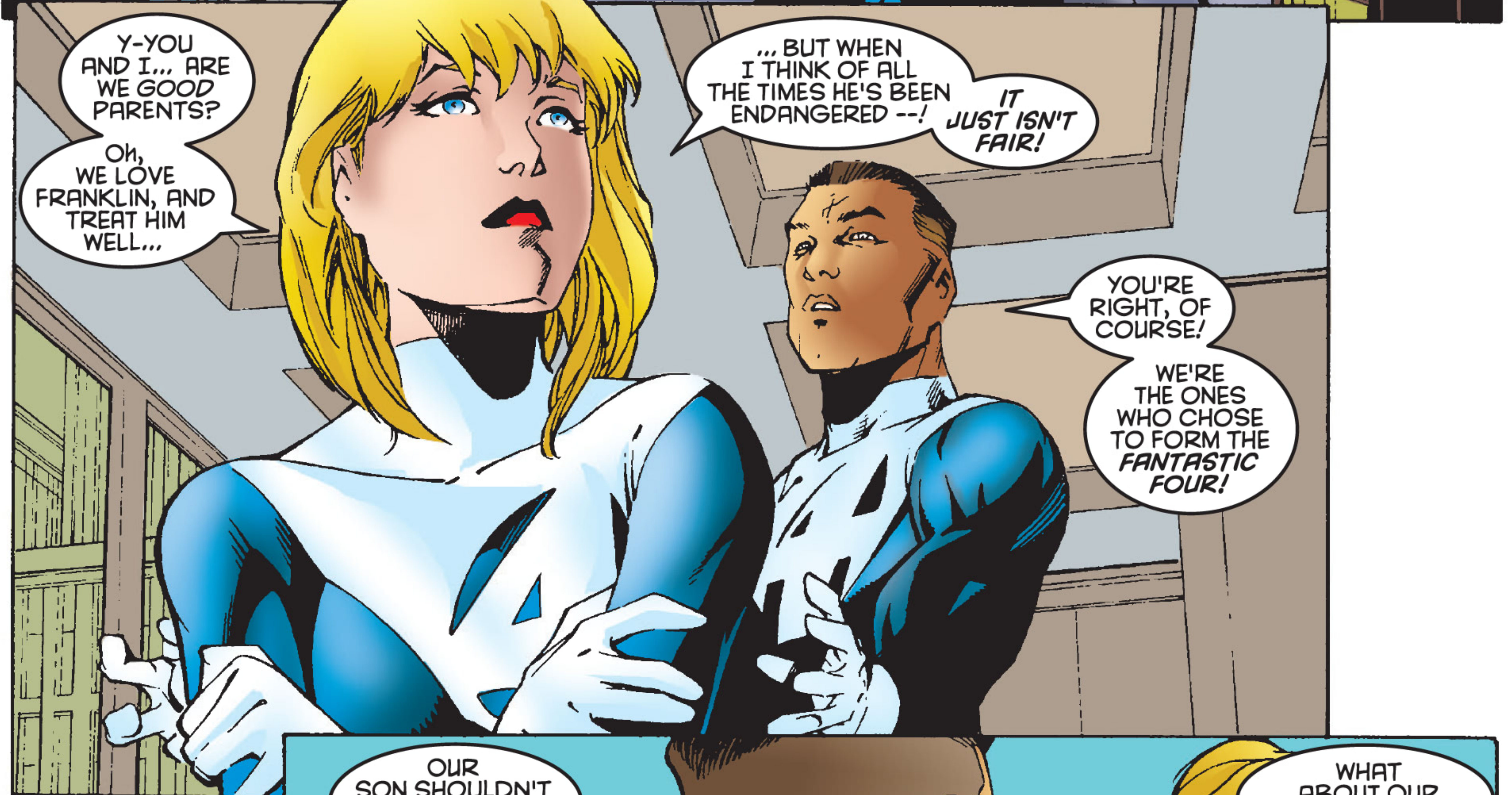
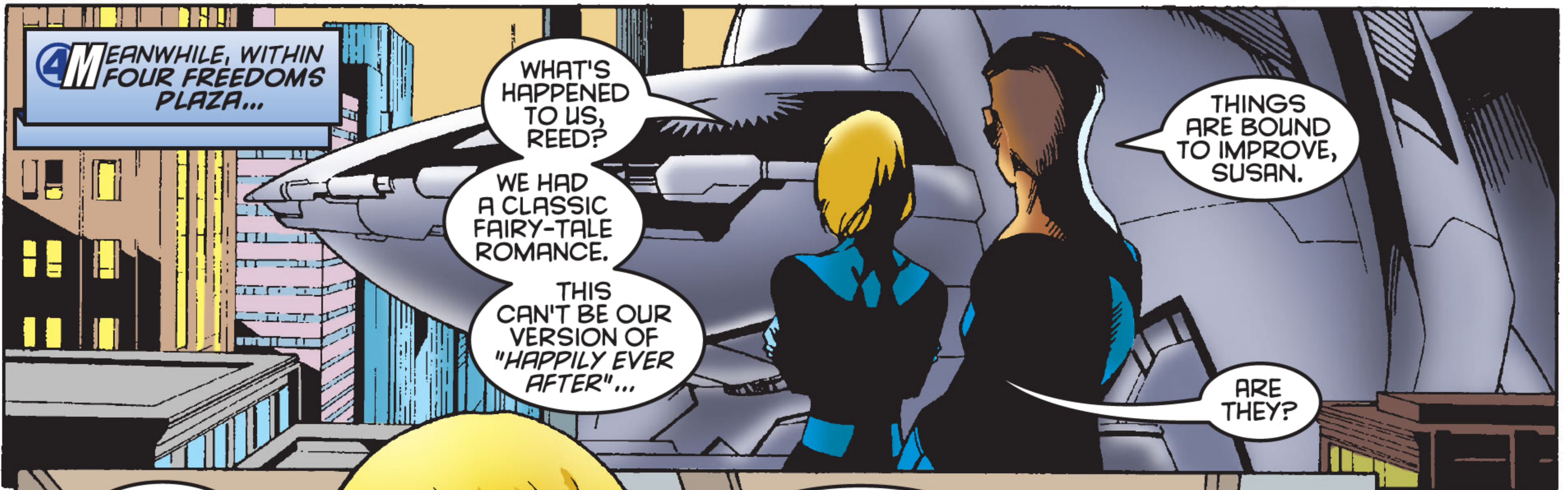
... LOOKS LIKE YOU'RE ABOUT TO GET YOUR WISH!



NO!
No!
IT ISN'T POSSIBLE!

I'M AFRAID IT IS QUITE POSSIBLE, HAWKEYE.

ONSLAUGHT'S GOT MORE TRICKS THAN YOU'VE GOT ARROWS!



4 NOT FAR AWAY...

WHOOOPS! ALMOST BLUNDERED INTO JOHNNY 'N' LYJA... AND IT DON'T TAKE NO GENIUS TO SEE THEY WANNA BE ALONE!



NEVER THOUGHT I'D SAY IT... BUT I HOPE THOSE KIDS CAN FINALLY SETTLE THEIR DIFFERENCES. THEY BELONG TOGETHER!

AN' I'D LIKE TO SEE SOMEONE ON THIS TEAM SNAG A LIL' HAPPINESS.

BEN --!

TURNING AT THE SOUND OF HIS NAME, THE THING'S EYES GO WIDE AT THE UNEXPECTED SIGHT OF PHILIP AND ALICIA MASTERS...

I HOPE YOU DON'T MIND THE SURPRISE VISIT.

ROBERTA, YOUR ROBOT RECEPTIONIST, SAID IT WOULD BE ALL RIGHT TO COME IN WITHOUT AN ESCORT.

WITH ALL'A THE TROUBLE OUTSIDE, WE'VE BEEN GETTIN' PLENTY'A DROP-INS --

-- SO REED PROGRAMMED'ER TO ADMIT ANYONE WE'D CONSIDER A FRIEND.

I KNOW THAT HARDLY APPLIES TO THE PUPPET MASTER...

... BUT IT LOOKS LIKE THE END OF THE WORLD, GRIMM, AND... WELL... I WAS HOPING THE FF COULD USE MY HELP.

A VERY GENEROUS OFFER, PHILIP --

-- AND THERE'S CERTAINLY ROOM IN OUR TRIAGE CENTER FOR AN EXTRA PAIR OF HANDS.

WELCOME BACK, ALICIA.

IT'S GOOD TO HEAR THE SOUND OF YOUR VOICE, SUSAN.

SHOULD MY STEP-DAUGHTER JOIN US, Mrs. RICHARDS?

UH... NO... I THINK SHE'LL DO MORE GOOD... RIGHT WHERE SHE IS!

ELSEWHERE IN FF HEADQUARTERS...



YOUR FATHER WILL BE FINE, MISS CASSIE.

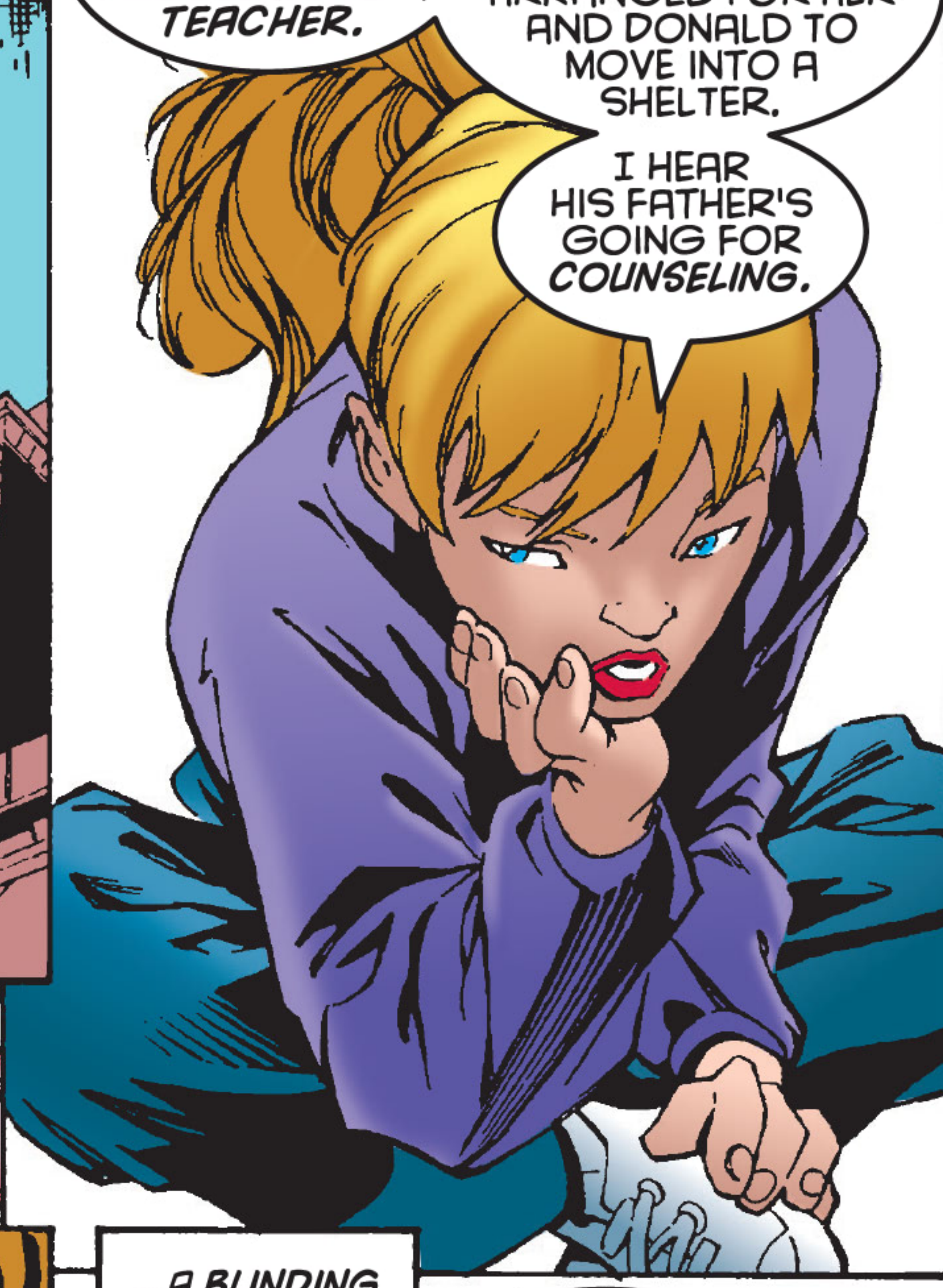
I'M MORE CONCERNED ABOUT YOUR CLASSMATE...

YOU MEAN DONALD HALBERG?

I FINALLY CONVINCED HIM TO TAKE HIS PROBLEMS TO A TEACHER.

THE SCHOOL OFFICIALS CONTACTED HIS MOTHER, AND ARRANGED FOR HER AND DONALD TO MOVE INTO A SHELTER.

I HEAR HIS FATHER'S GOING FOR COUNSELING.



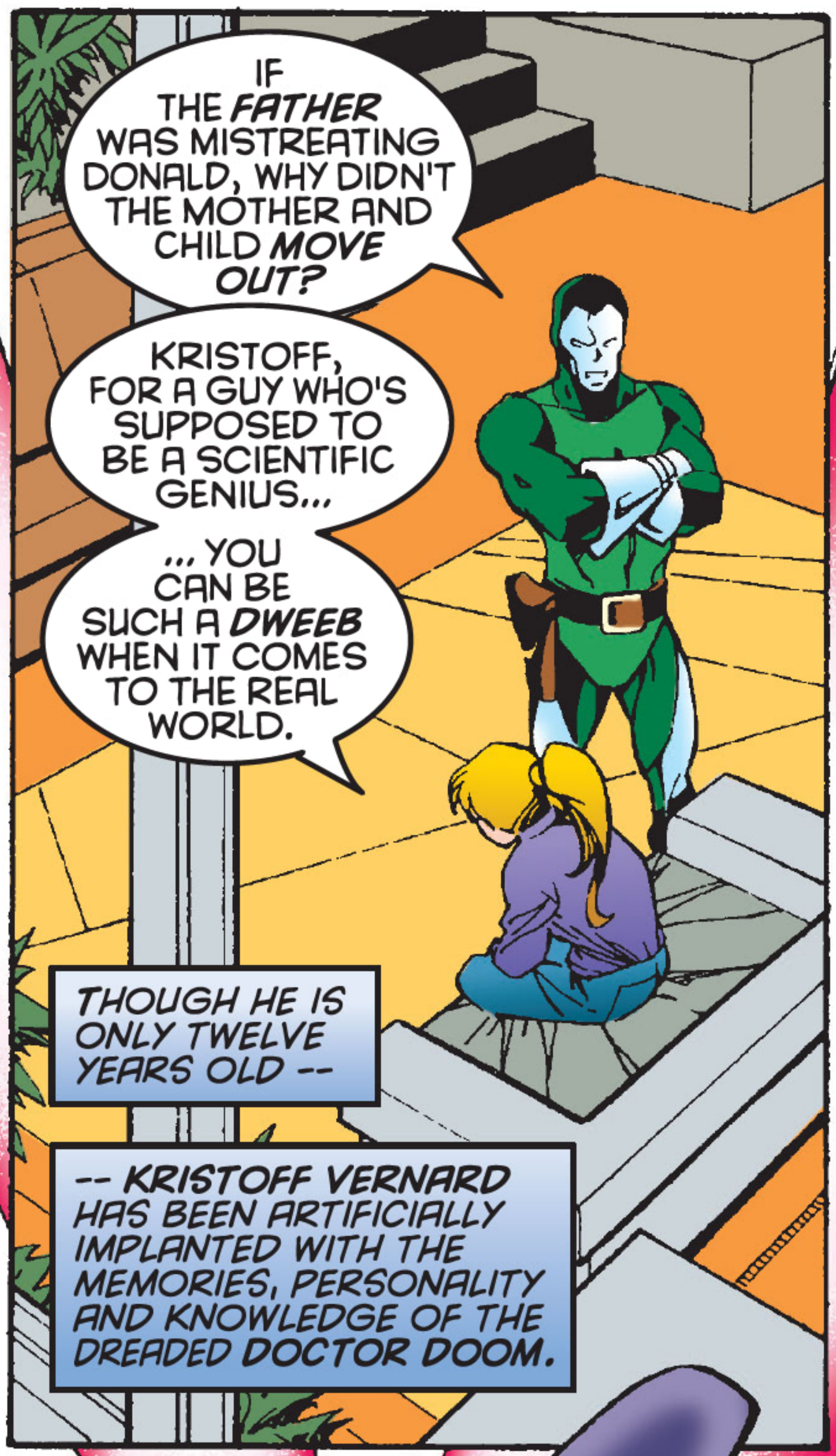
IF THE FATHER WAS MISTREATING DONALD, WHY DIDN'T THE MOTHER AND CHILD MOVE OUT?

KRISTOFF, FOR A GUY WHO'S SUPPOSED TO BE A SCIENTIFIC GENIUS...

... YOU CAN BE SUCH A DWEEB WHEN IT COMES TO THE REAL WORLD.

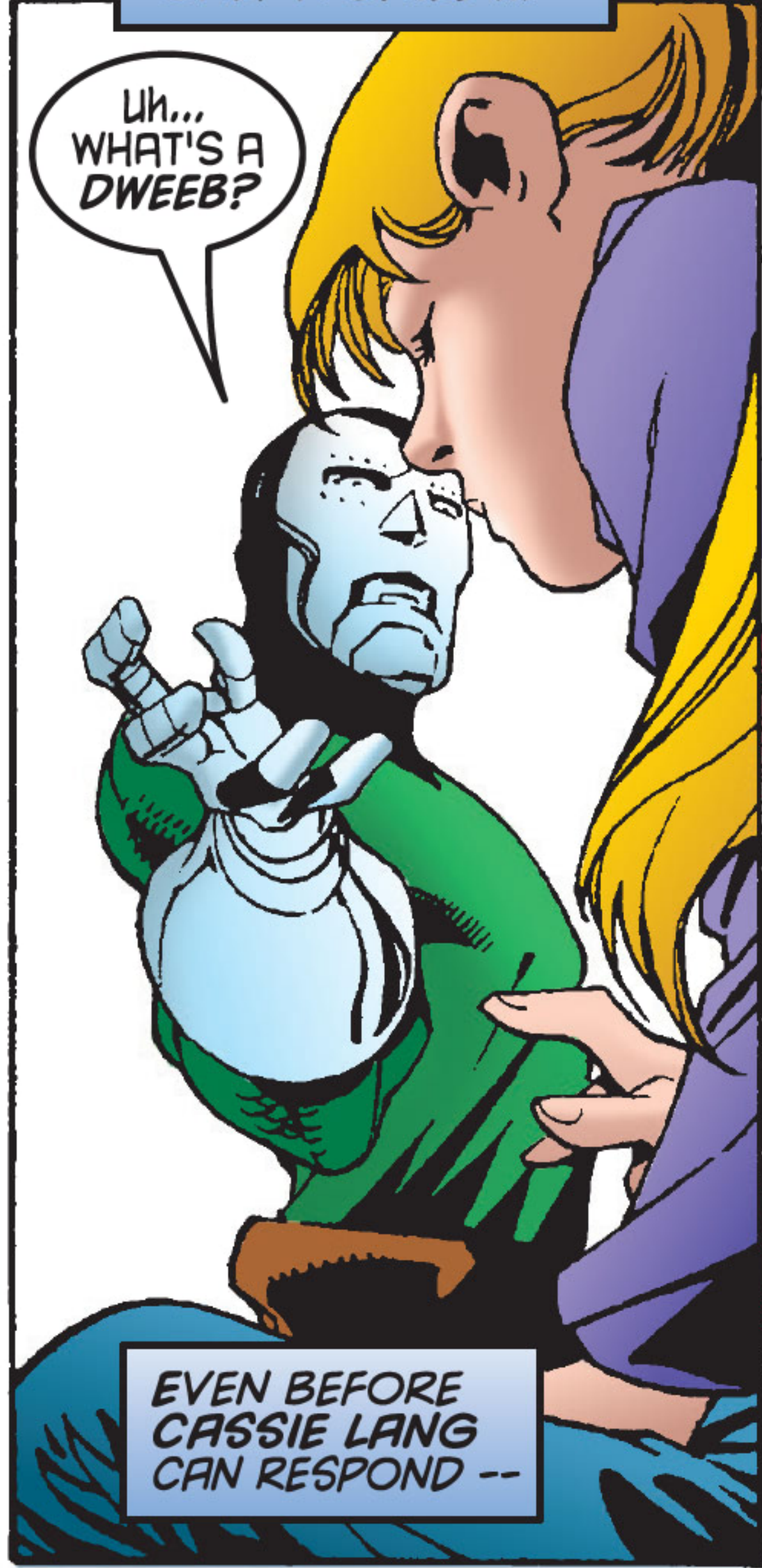
THOUGH HE IS ONLY TWELVE YEARS OLD --

-- KRISTOFF VERNARD HAS BEEN ARTIFICIALLY IMPLANTED WITH THE MEMORIES, PERSONALITY AND KNOWLEDGE OF THE DREADED DOCTOR DOOM.



AN ADULT IN MANY WAYS, HE IS STILL ONLY A CHILD...

Uh... WHAT'S A DWEEB?



EVEN BEFORE CASSIE LANG CAN RESPOND --

... A BLINDING FLASH FILLS THE ROOM!

I'M AFRAID YOUR VOCABULARY LESSON --

-- AND YOUR LIFE --

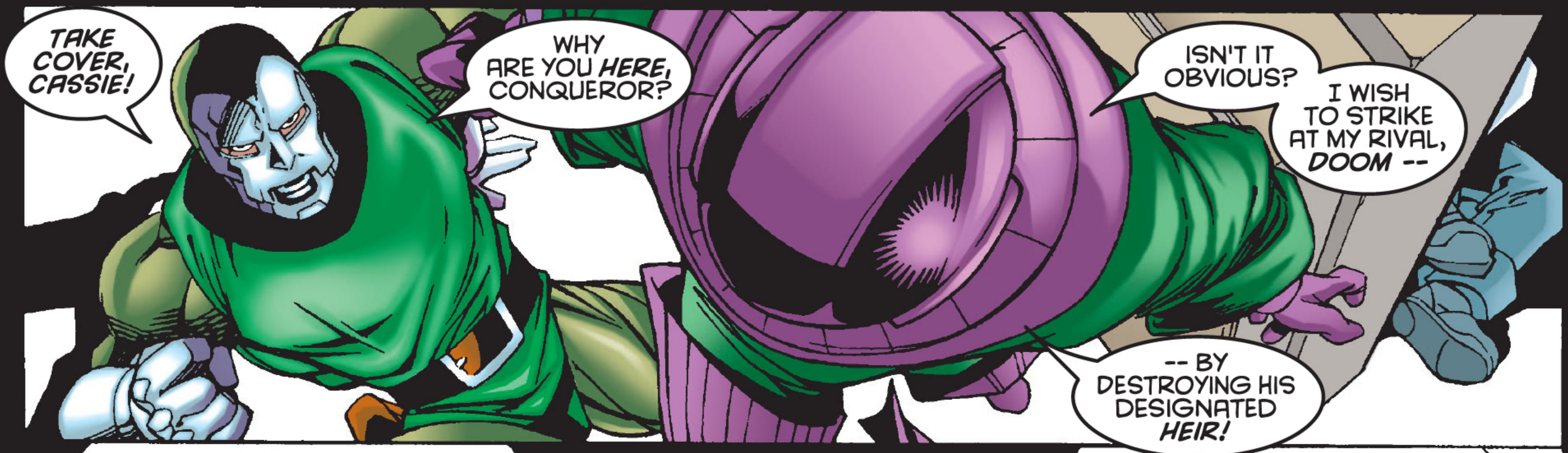
-- ARE ABOUT TO COME TO A RATHER ABRUPT END, YOUNG MAN!



W-WHO ARE YOU --?!

HE'S KANG THE CONQUEROR -- A MERCILESS DICTATOR FROM THE DISTANT FUTURE!





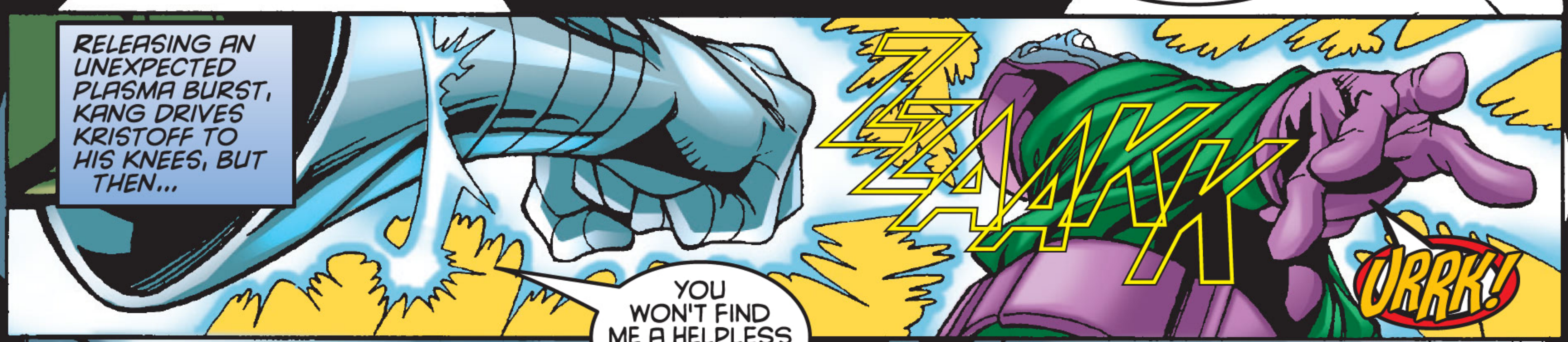
TAKE COVER, CASSIE!

WHY ARE YOU *HERE*, CONQUEROR?

ISN'T IT OBVIOUS?

I WISH TO STRIKE AT MY RIVAL, DOOM --

-- BY DESTROYING HIS DESIGNATED HEIR!



RELEASING AN UNEXPECTED PLASMA BURST, KANG DRIVES KRISTOFF TO HIS KNEES, BUT THEN...

URRK!

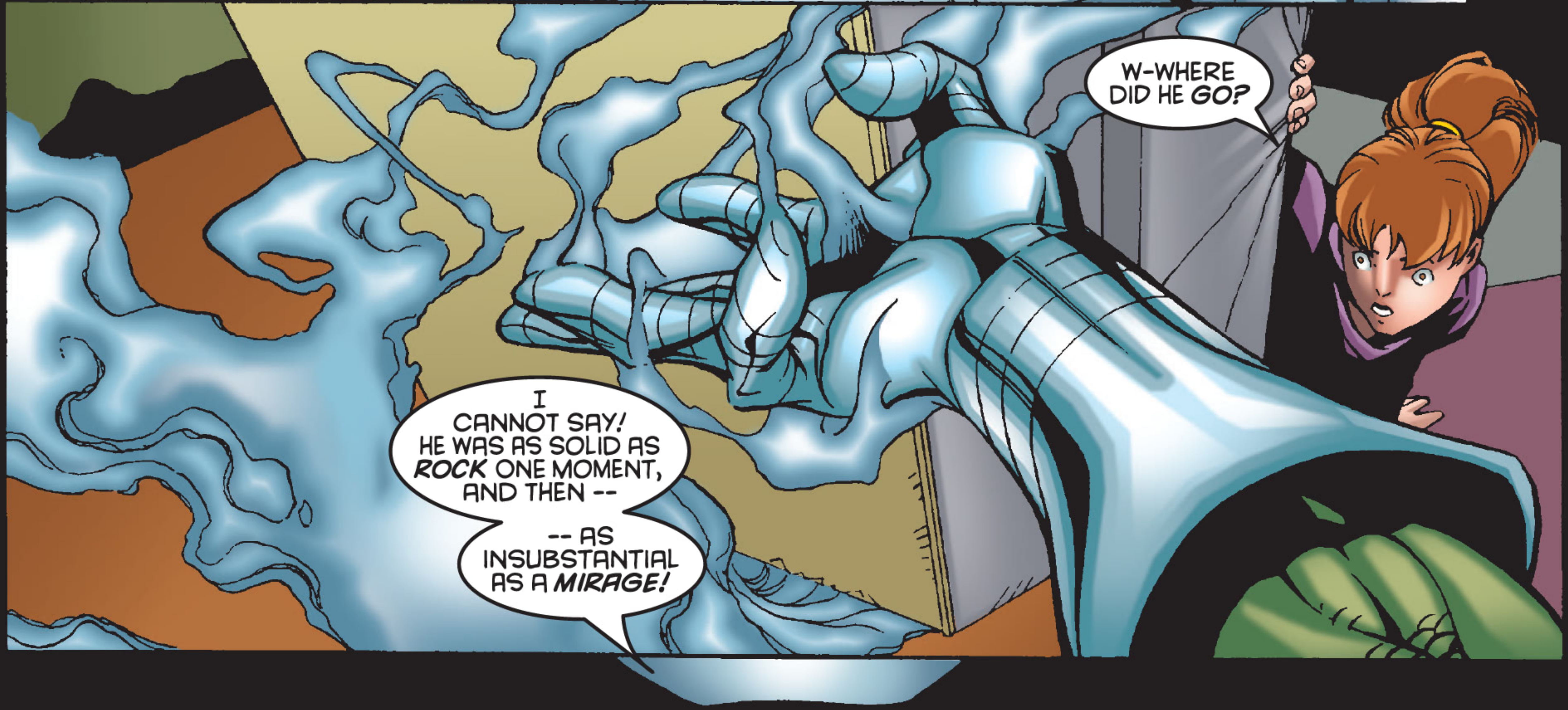
YOU WON'T FIND ME A HELPLESS TARGET, KANG!



THOUGH *WE* HAVE NEVER MET, I POSSESS MY MASTER'S MEMORIES OF YOU, AND YOU SEEM...

...ODDLY DIFFERENT!

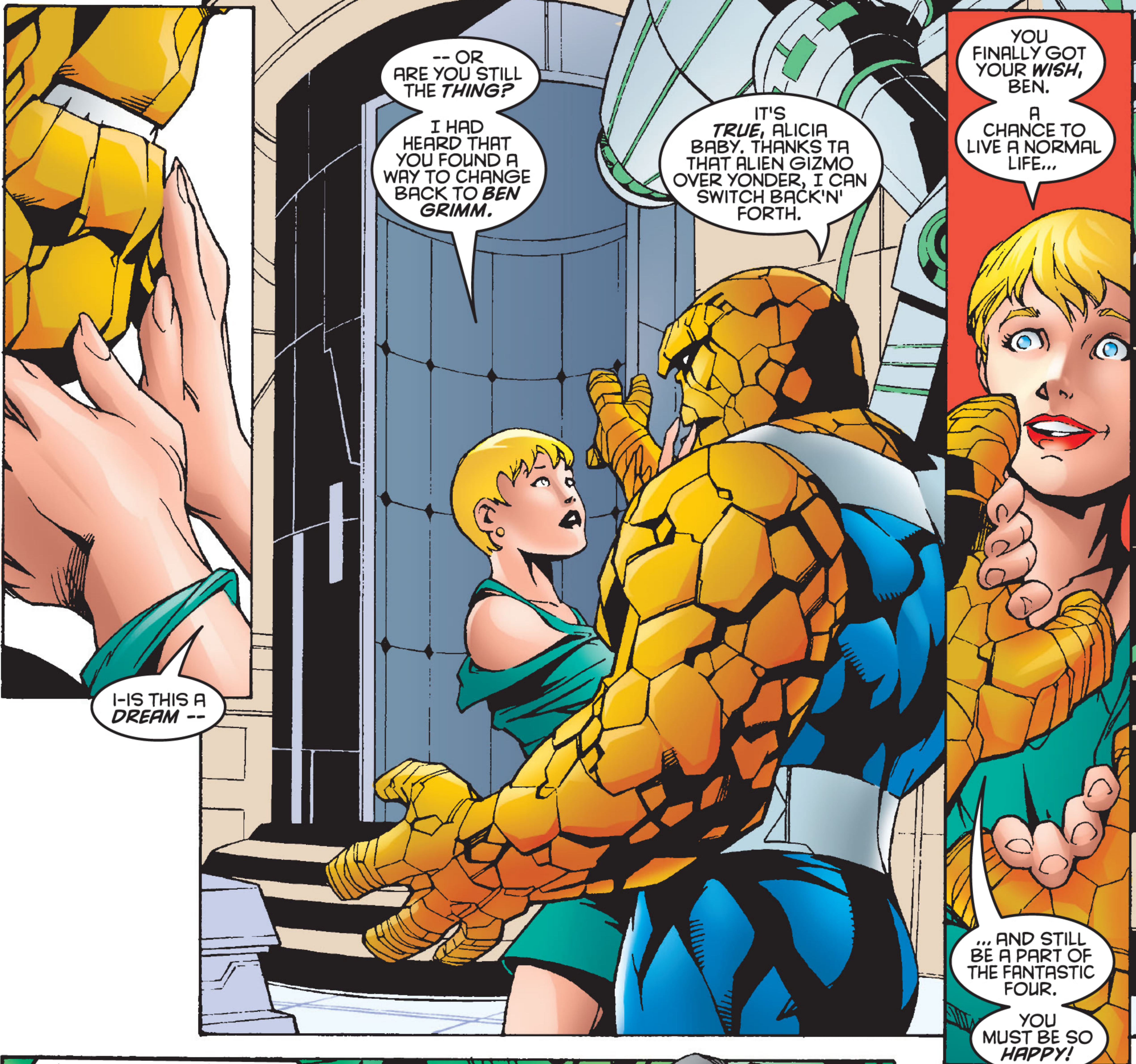
YOU SURELY WOULD HAVE KILLED ME HAD IT NOT BEEN FOR MY PERSONAL *FORCE-FIELD*, BUT YOU SHALL NOT BE SO -- **WHA?!**



W-WHERE DID HE GO?

I CANNOT SAY! HE WAS AS SOLID AS *ROCK* ONE MOMENT, AND THEN --

-- AS INSUBSTANTIAL AS A *MIRAGE*!



-- OR
ARE YOU STILL
THE *THING*?

I HAD
HEARD THAT
YOU FOUND A
WAY TO CHANGE
BACK TO **BEN
GRIMM**.

IT'S
TRUE, ALICIA
BABY. THANKS TA
THAT ALIEN GIZMO
OVER YONDER, I CAN
SWITCH BACK'N'
FORTH.

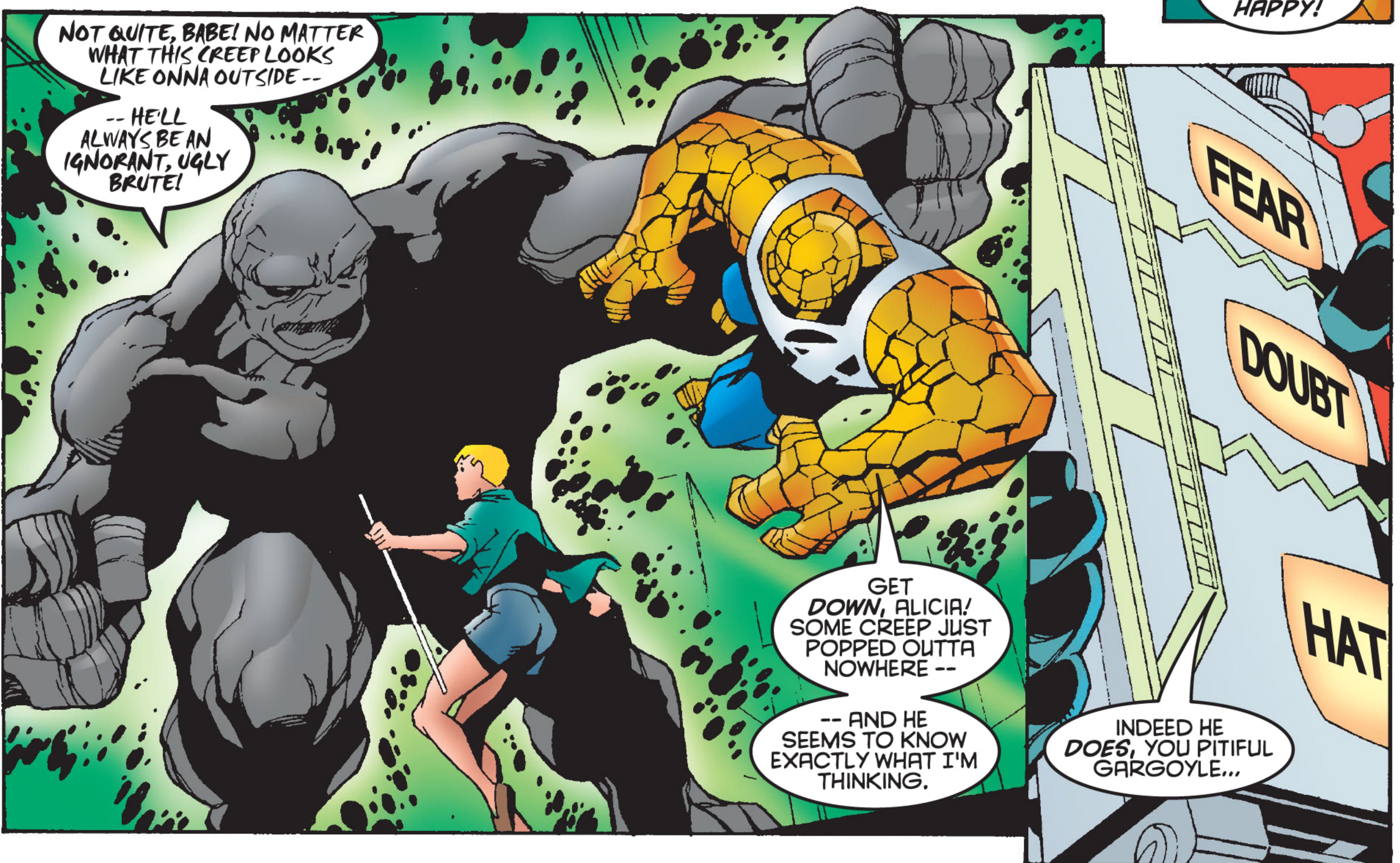
YOU
FINALLY GOT
YOUR *WISH*,
BEN.

A
CHANCE TO
LIVE A NORMAL
LIFE...

I-IS THIS A
DREAM --

... AND STILL
BE A PART OF
THE FANTASTIC
FOUR.

YOU
MUST BE SO
HAPPY!



NOT QUITE, BABE! NO MATTER
WHAT THIS CREEP LOOKS
LIKE ONNA OUTSIDE --

-- HE'LL
ALWAYS BE AN
IGNORANT, UGLY
BRUTE!

GET
DOWN, ALICIA!
SOME CREEP JUST
POPPED OUTTA
NOWHERE --

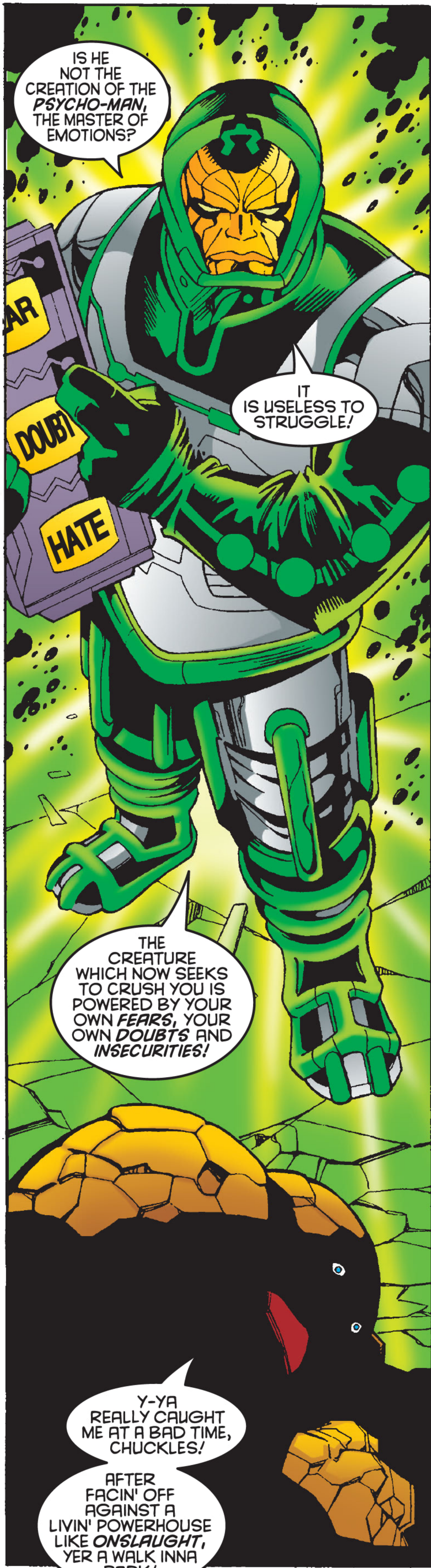
-- AND HE
SEEMS TO KNOW
EXACTLY WHAT I'M
THINKING.

INDEED HE
DOES, YOU PITIFUL
GARGOYLE...

FEAR

DOUBT

HAT



IS HE
NOT THE
CREATION OF THE
PSYCHO-MAN,
THE MASTER OF
EMOTIONS?

IT
IS USELESS TO
STRUGGLE!

THE
CREATURE
WHICH NOW SEEKS
TO CRUSH YOU IS
POWERED BY YOUR
OWN *FEARS*, YOUR
OWN *DOUBTS* AND
INSECURITIES!

Y-YA
REALLY CAUGHT
ME AT A BAD TIME,
CHUCKLES!

AFTER
FACIN' OFF
AGAINST A
LIVIN' POWERHOUSE
LIKE *ONSLAUGHT*,
YER A WALK INNA
PARK!



YOUR
WORDS
EXPRESS FAR
MORE CONFIDENCE
THAN YOU *FEEL*,
GRIMM.

H-HE
AIN'T KIDDIN'!
BUT I CAN'T
GIVE UP!

CAN'T
PASS OUT!

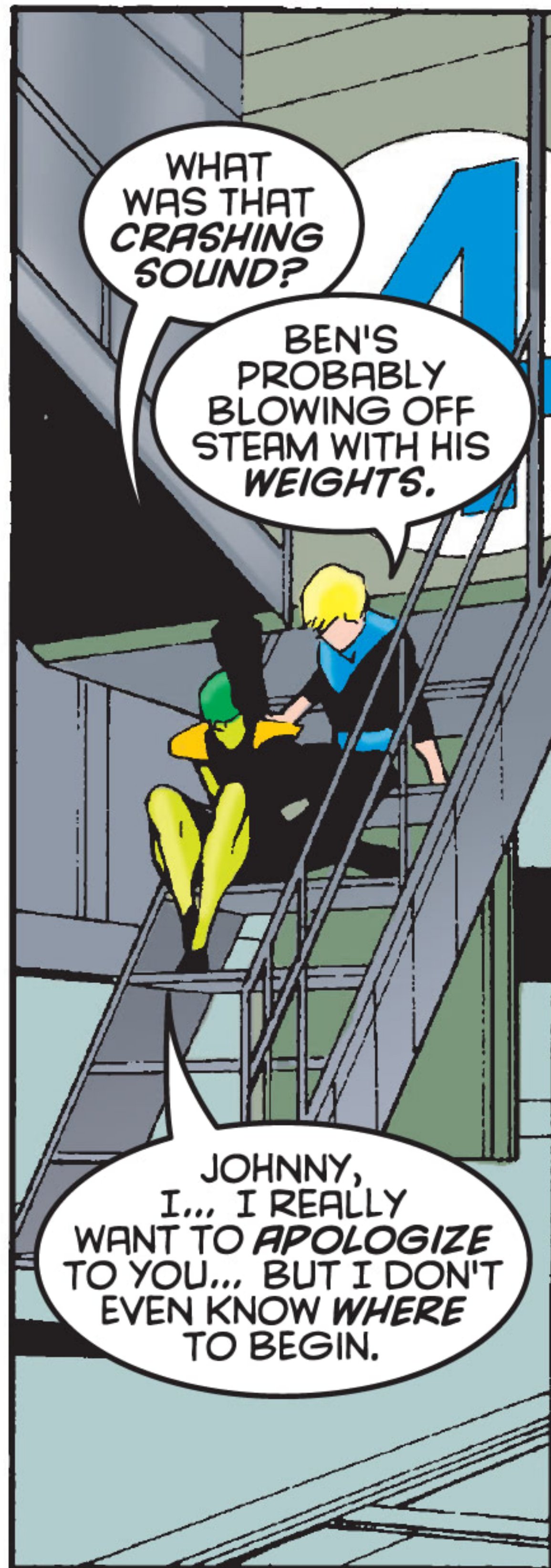
NOT WHILE
ALICIA'S IN
DANGER!

I
GOTTA DIG
DEEP --

-- AN'
SOMEHOW
FIND THE
STRENGTH 'N
COURAGE --

-- TO
OVERTHROW
EVERY ANXIETY
I EVER HAD
ABOUT MYSELF,
BECAUSE --

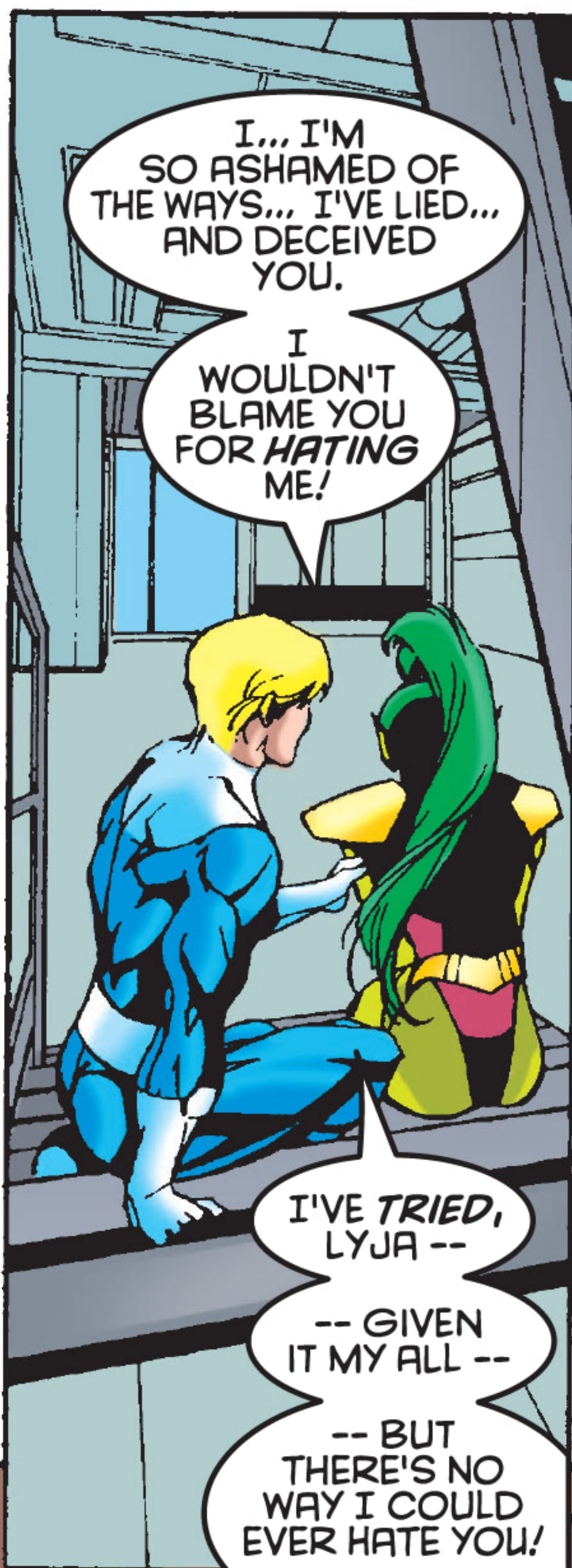
IT'S CLOBBERIN' TIME!



WHAT WAS THAT CRASHING SOUND?

BEN'S PROBABLY BLOWING OFF STEAM WITH HIS WEIGHTS.

JOHNNY, I... I REALLY WANT TO APOLOGIZE TO YOU... BUT I DON'T EVEN KNOW WHERE TO BEGIN.



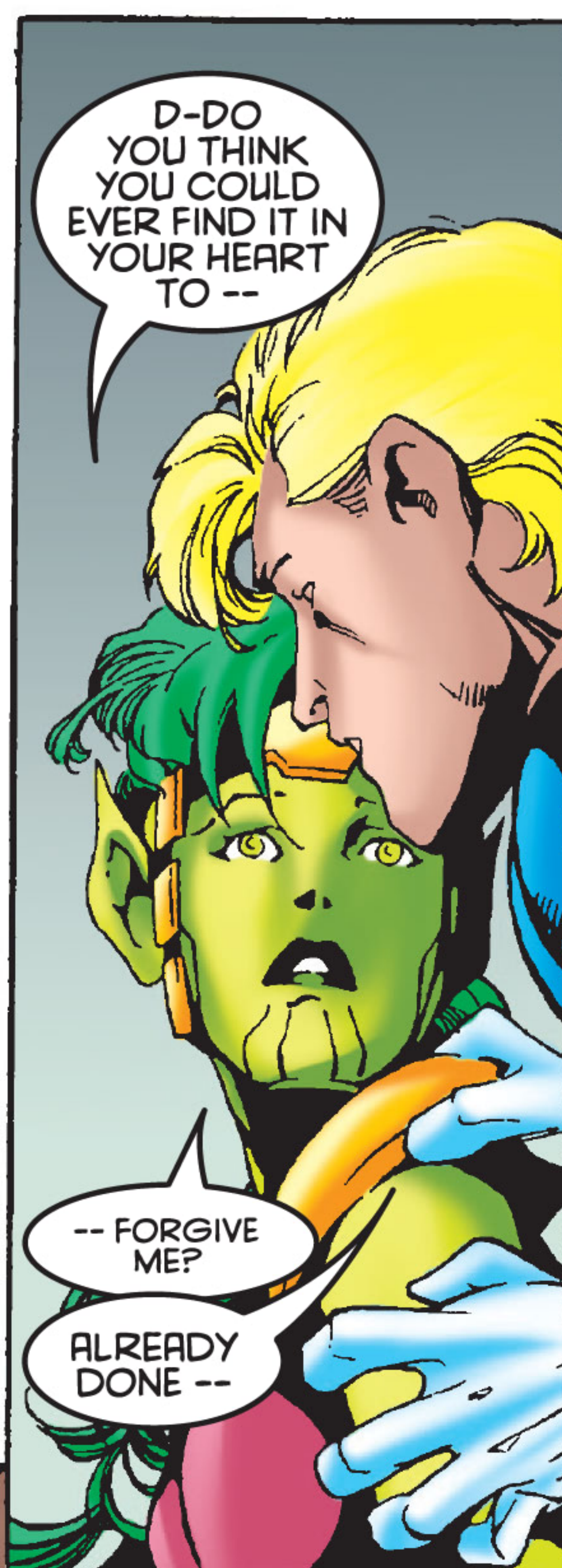
I... I'M SO ASHAMED OF THE WAYS... I'VE LIED... AND DECEIVED YOU.

I WOULDN'T BLAME YOU FOR HATING ME!

I'VE TRIED, LYJA --

-- GIVEN IT MY ALL --

-- BUT THERE'S NO WAY I COULD EVER HATE YOU!



D-DO YOU THINK YOU COULD EVER FIND IT IN YOUR HEART TO --

-- FORGIVE ME?

ALREADY DONE --



-- AND MY HEART STILL HAS PLENTY OF ROOM FOR YOU!



VERY TOUCHING, STORM --

-- BUT YOUR CRASS HUMAN LIPS WON'T DISGRACE A WOMAN OF MY RACE!

HAVEN'T YOU HEARD, SUPER SKRULL?

THE HUMAN TORCH AND THE FAIR LYJA WERE ONCE MARRIED.

BUT THAT WAS ONLY SO SHE COULD SPY ON THE FANTASTIC FOUR!

SUPER SKRULL --

-- AND PAIBOK, THE POWER SKRULL!

FLAME ON, JOHNNY --

NOW!



I'LL
TACKLE
PAIBOK
WHILE YOU --
ARRK!

YOUR
IMPUDENCE IS
ONLY *MATCHED*
BY YOUR
TREACHERY,
LYJA!

YOU
BETRAYED
YOUR OWN
HOMEWORLD --

--ON THE
DAY YOU
FELL IN LOVE
WITH THE
TORCH!



AND
YOU'RE A
MADMAN,
PAIBOK --

-- IF YOU
THINK MERE *ICE*
CAN RESTRAIN ONE
WHO CAN CHANGE
HER FORM AT *WILL!*



BAH!
ANY *SKRULL*
CAN DO THE
SAME --



-- BUT
ONLY THE
POWER SKRULL
CAN CAUSE THE VERY
MOISTURE IN THE AIR TO
ENTOMB YOU WITHIN AN
EVER-GROWING
GLACIER!

BUT THEN, EVEN BEFORE
THE SUBZERO PRISON
CAN FULLY SOLIDIFY
AROUND THE LOVELY
SKRULL...

SKRRK



**TAKE HEART,
LYJA!**

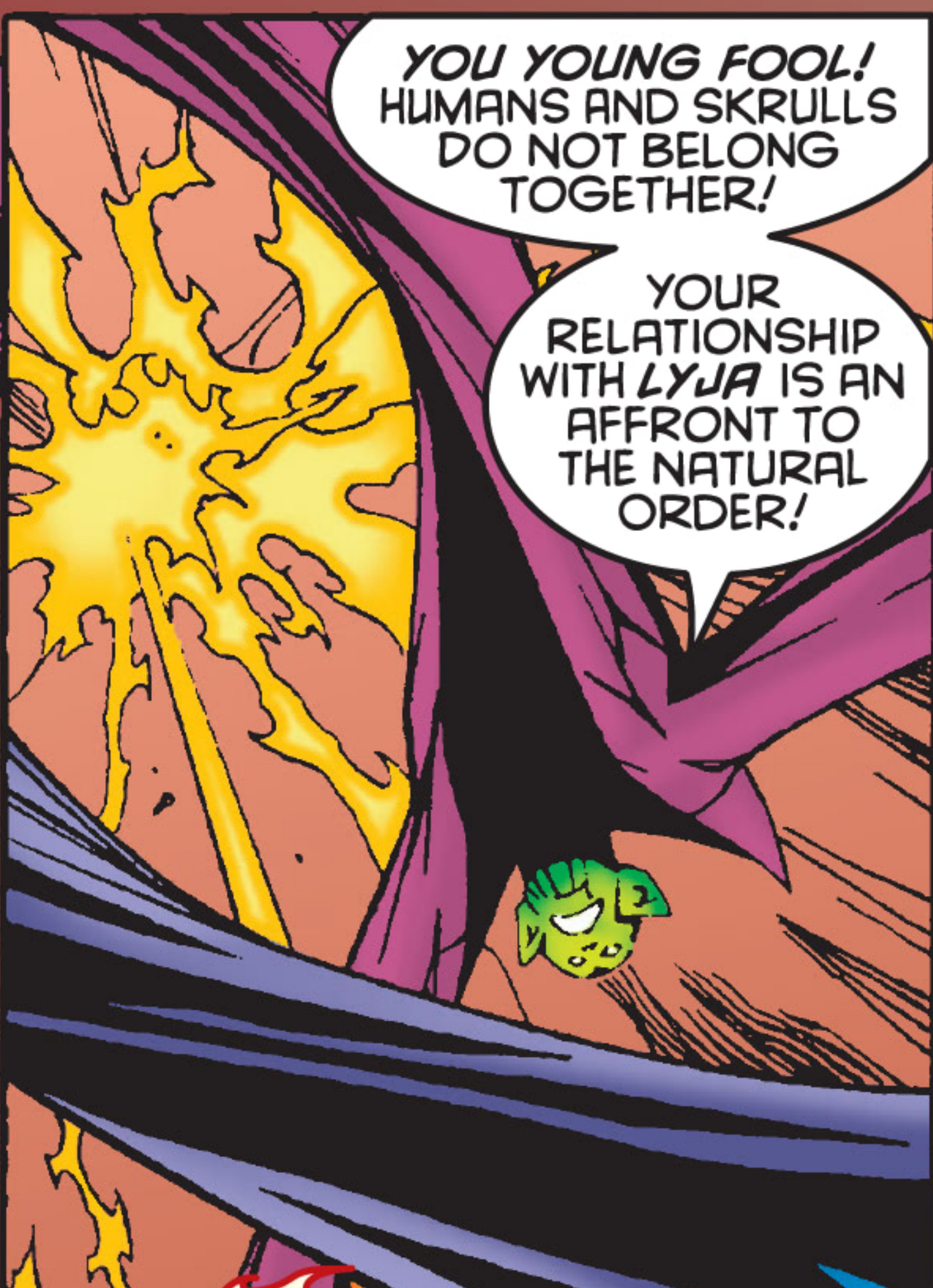
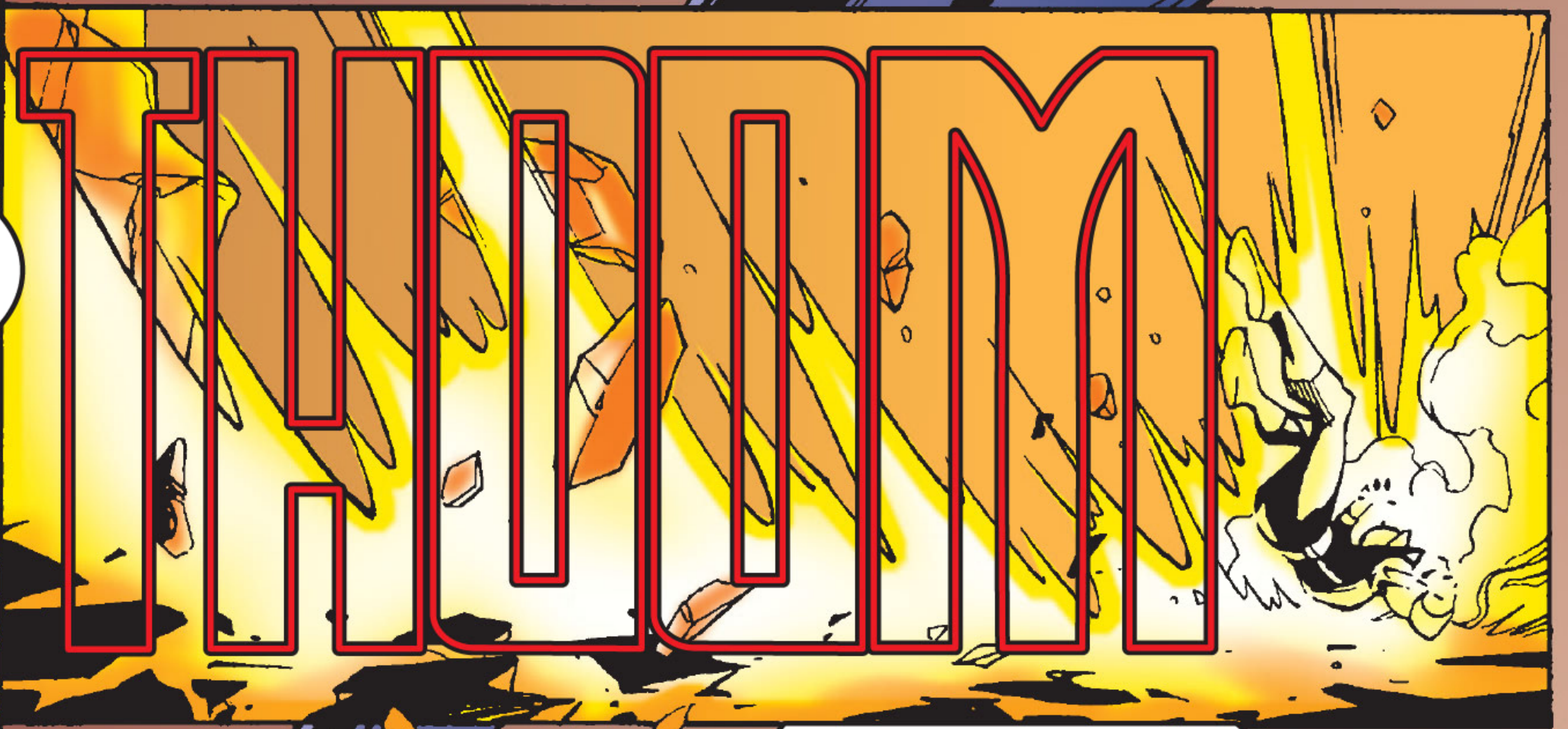
KARNAK
AND THE INHUMANS
SHALL FREE YOU BY
ATTACKING THIS
FROZEN BLOCK
AT ITS WEAKEST
POINT!

YOU'VE DONE YOUR
PART, MY FRIEND...
NOW STAND
ASIDE!

THE
ONE CALLED
PAIBOK RAISES
HIS ARMS TO
RENEW HIS
ATTACK --



-- BUT
HE HAS NOT
RECKONED ON
THE WRATH OF
GORGON!



YOU YOUNG FOOL!
HUMANS AND SKRULLS
DO NOT BELONG
TOGETHER!

YOUR
RELATIONSHIP
WITH **LYJA** IS AN
AFFRONT TO
THE NATURAL
ORDER!

**BIGOTS
LIKE YOU
SHOULD
OPEN THEIR
MINDS --**

**-- INSTEAD
OF THEIR
MOUTHS!**

GOTTA
BE CAREFUL!
SUPER SKRULL HAS
ALL THE POWERS OF
THE FF -- INCLUDING
MINE!

MY
FIREBALLS
CAN'T EVEN
SLOW HIM
DOWN!



MY BEST BET IS TO LURE
HIM **OUTSIDE** WHERE I'LL
HAVE MORE ROOM TO
MANEUVER, AND --
WHOA!

LOOKS
LIKE THE
CAVALRY'S
HERE!

THANKS
FOR THE
ASSIST, **BLACK
BOLT!**

ALTHOUGH
I COULD HAVE
TAKEN THIS CREEP
OUT WITH A WHITE-
HOT FLAME
BLAST!

ZEROING IN ON HIS
TARGET LIKE AN
UNERRING MISSILE --

-- THE EVER-SILENT
LORD OF THE INHUMANS
PREPARES FOR A MOST
EXPLOSIVE COLLISION!



I'VE GOT TO WARN REED AND THE OTHERS.

WE COULD BE IN REAL TROUBLE IF OLD ENEMIES LIKE PAIBOK AND SUPER SKRULL HAVE JOINED FORCES WITH ONSLAUGHT!

Uh-Oh! I'M SUDDENLY SURROUNDED BY HIGH INTENSITY CONCUSSIVE BLASTS --!



IT'S **BLASTAAR!**

WHAT IS THIS -- A SUPER-VILLAINS' CONVENTION?

OR ARE THESE JOKERS MERELY TAKING ADVANTAGE OF THE GENERAL CHAOS CAUSED BY ONSLAUGHT?

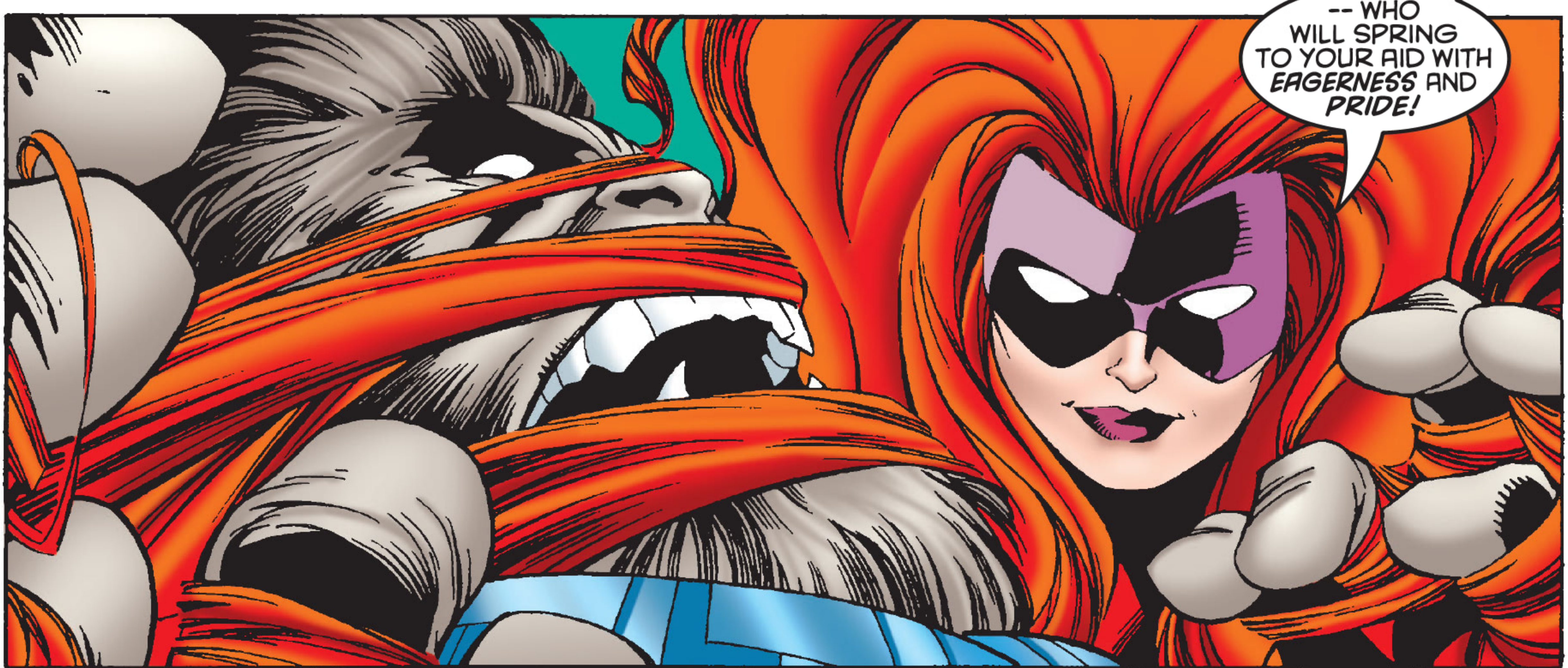


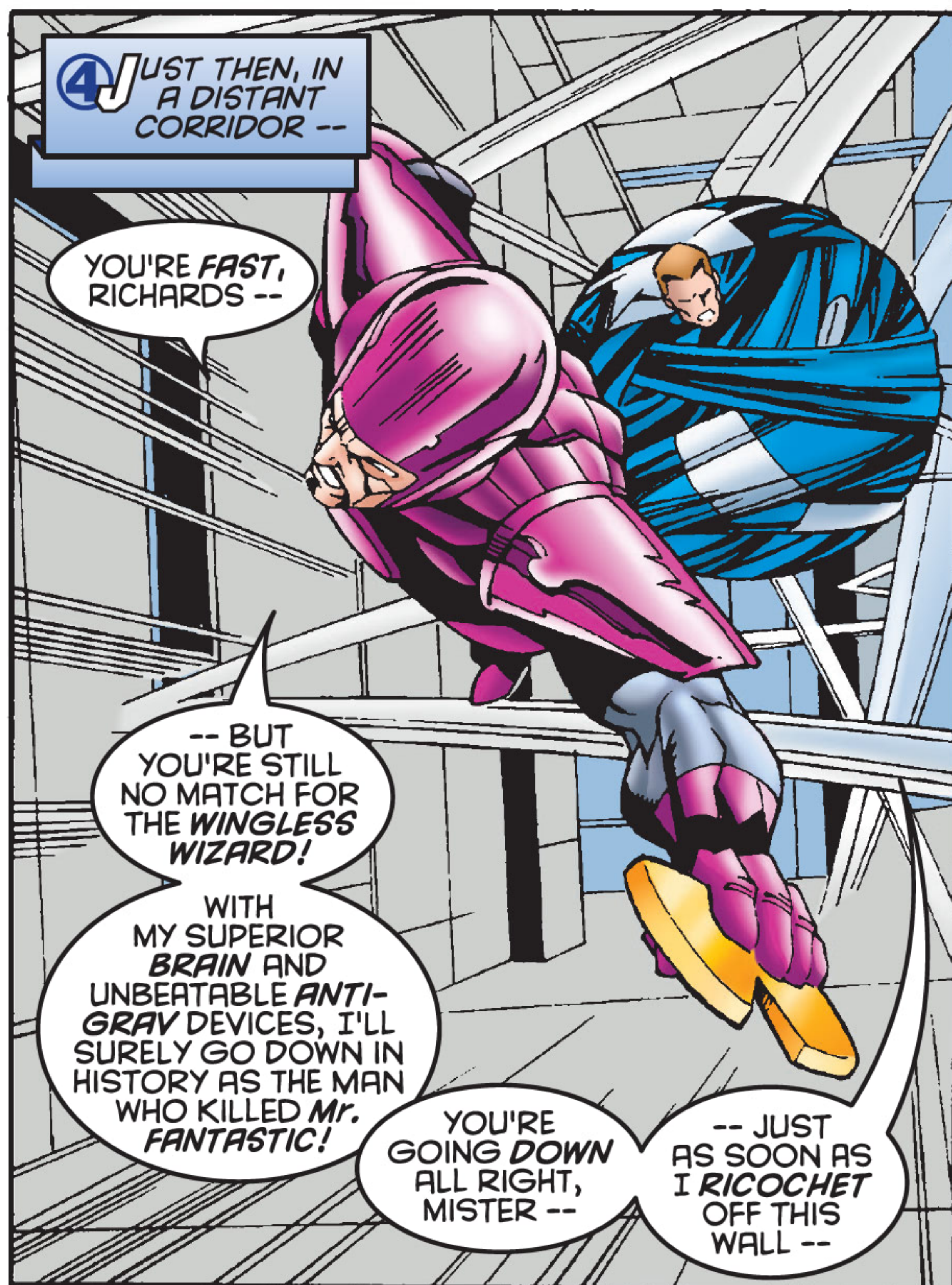
WHATEVER THE REASON FOR THIS UNEXPECTED INVASION, TORCH --

-- THERE ARE MANY WHO ARE GREATLY INDEBTED TO THE FANTASTIC FOUR --

-- FRIENDS SUCH AS **MEDUSA** AND HER FELLOW INHUMANS --

-- WHO WILL SPRING TO YOUR AID WITH EAGERNESS AND PRIDE!





4 JUST THEN, IN A DISTANT CORRIDOR --

YOU'RE *FAST*, RICHARDS --

-- BUT YOU'RE STILL NO MATCH FOR THE *WINGLESS WIZARD*!

WITH MY SUPERIOR *BRAIN* AND UNBEATABLE *ANTI-GRAV* DEVICES, I'LL SURELY GO DOWN IN HISTORY AS THE MAN WHO KILLED *Mr. FANTASTIC*!

YOU'RE GOING DOWN ALL RIGHT, MISTER --

-- JUST AS SOON AS I *RICOCHET* OFF THIS WALL --



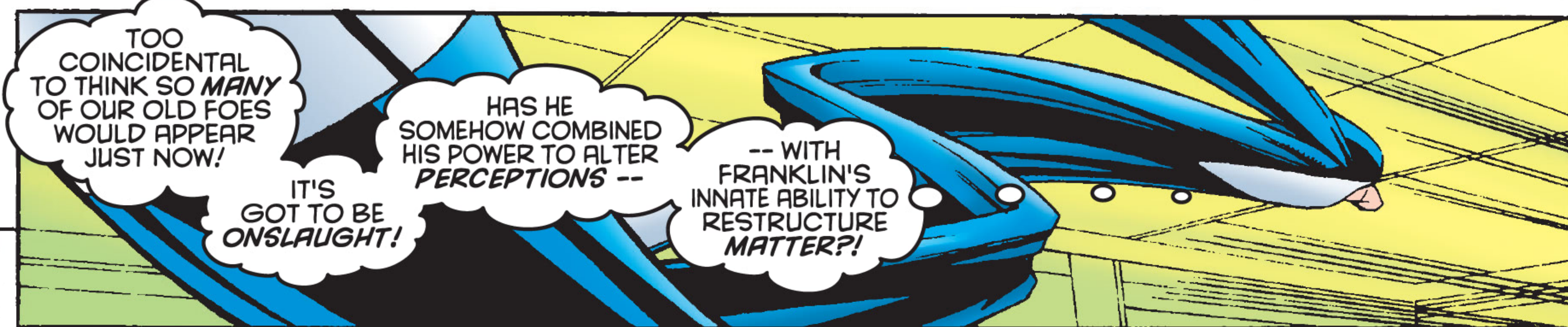
-- AT THE PRECISE *ANGLE* --

-- TO *FLATTEN* YOU WITH THE FORCE OF A RUNAWAY TRAIN!

FASCINATING! HE *VANISHED* AT OUR EXACT MOMENT OF CONTACT.

THIS MUST BE RELATED TO THE REPORTS I'VE HAD OF OTHER UNEXPLAINED ATTACKS IN THE BUILDING!

SPWATT

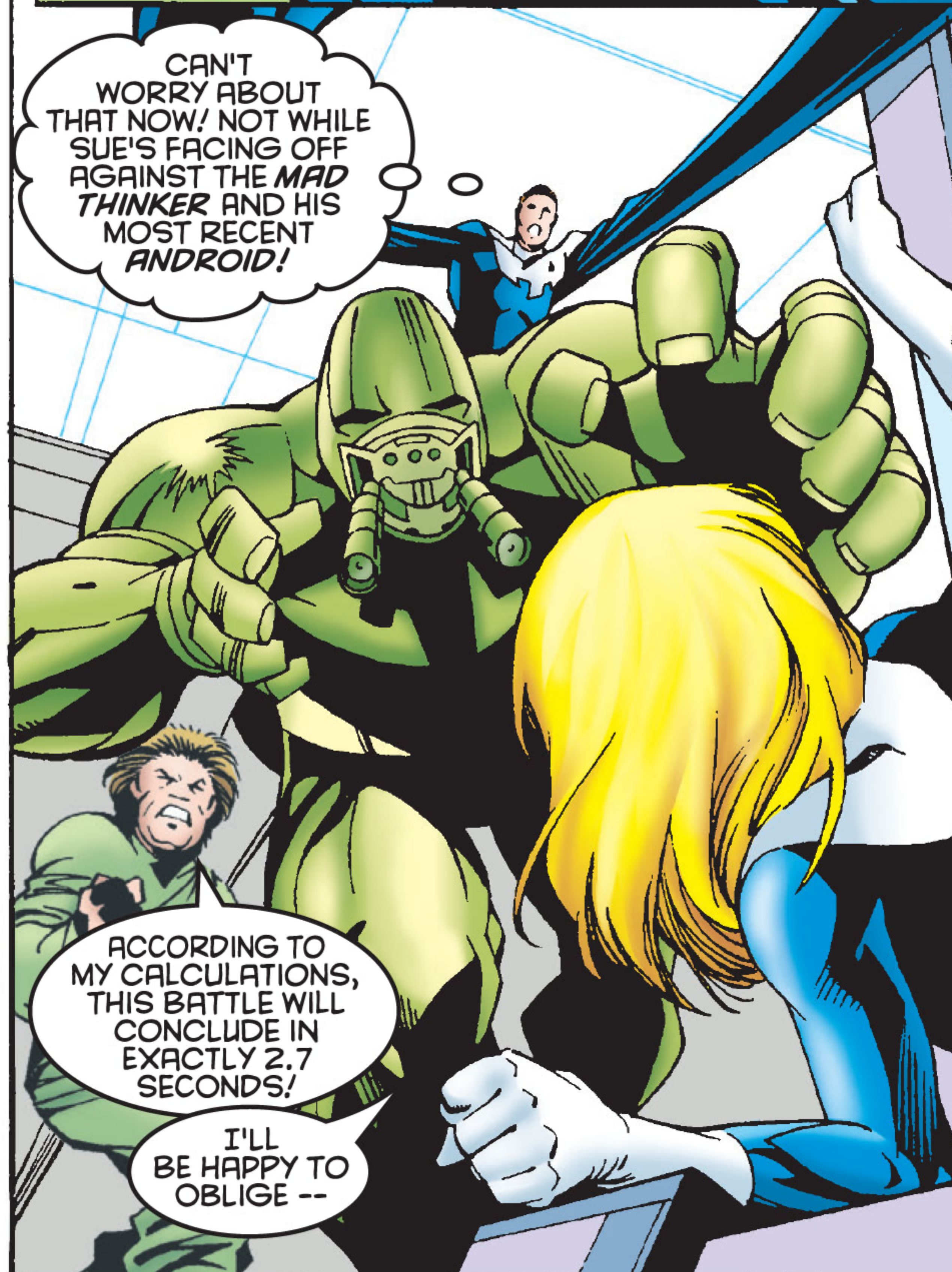


TOO COINCIDENTAL TO THINK SO *MANY* OF OUR OLD FOES WOULD APPEAR JUST NOW!

IT'S GOT TO BE *ONSLAUGHT*!

HAS HE SOMEHOW COMBINED HIS POWER TO ALTER *PERCEPTIONS* --

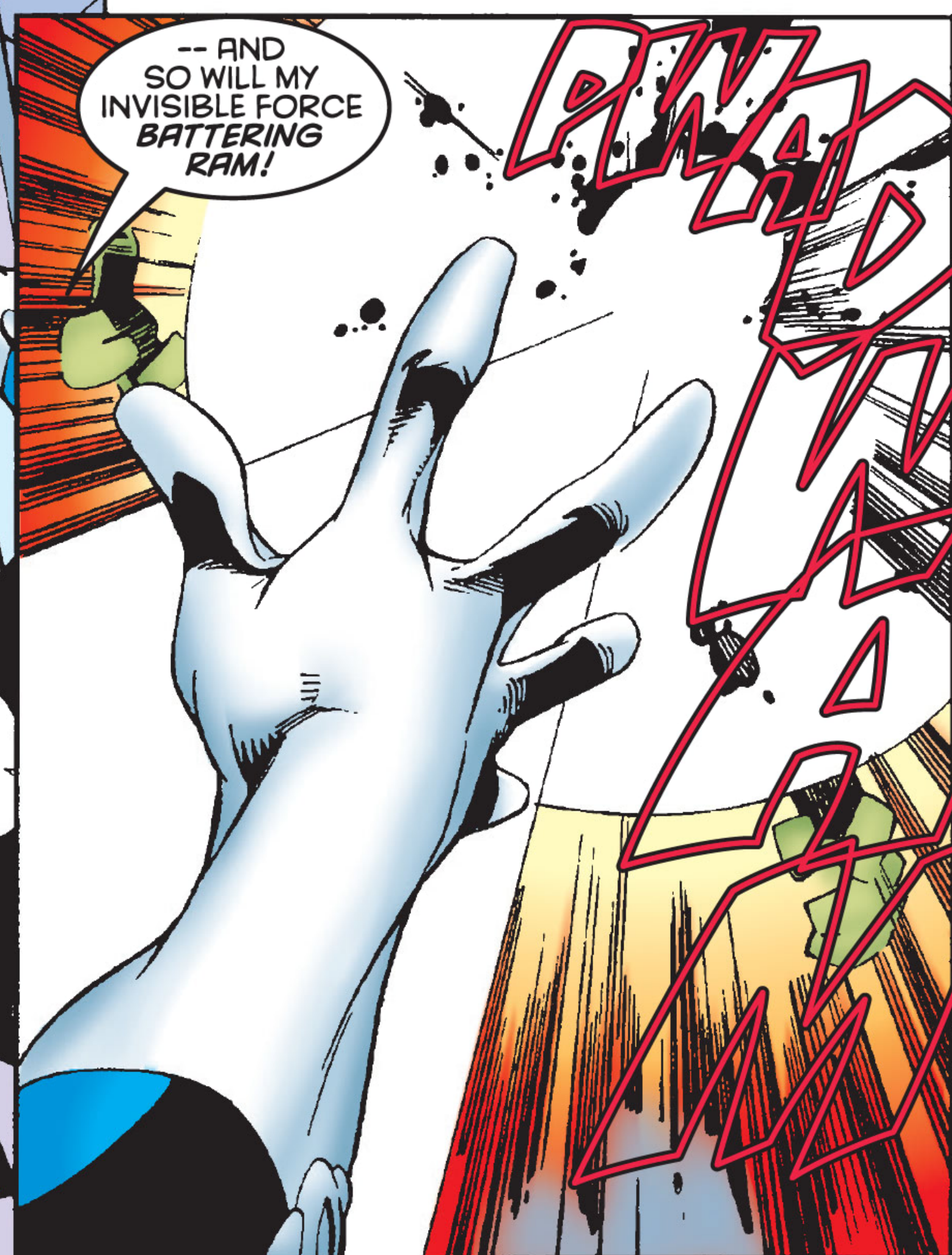
-- WITH FRANKLIN'S INNATE ABILITY TO RESTRUCTURE *MATTER*?!



CAN'T WORRY ABOUT THAT NOW! NOT WHILE SUE'S FACING OFF AGAINST THE *MAD THINKER* AND HIS MOST RECENT *ANDROID*!

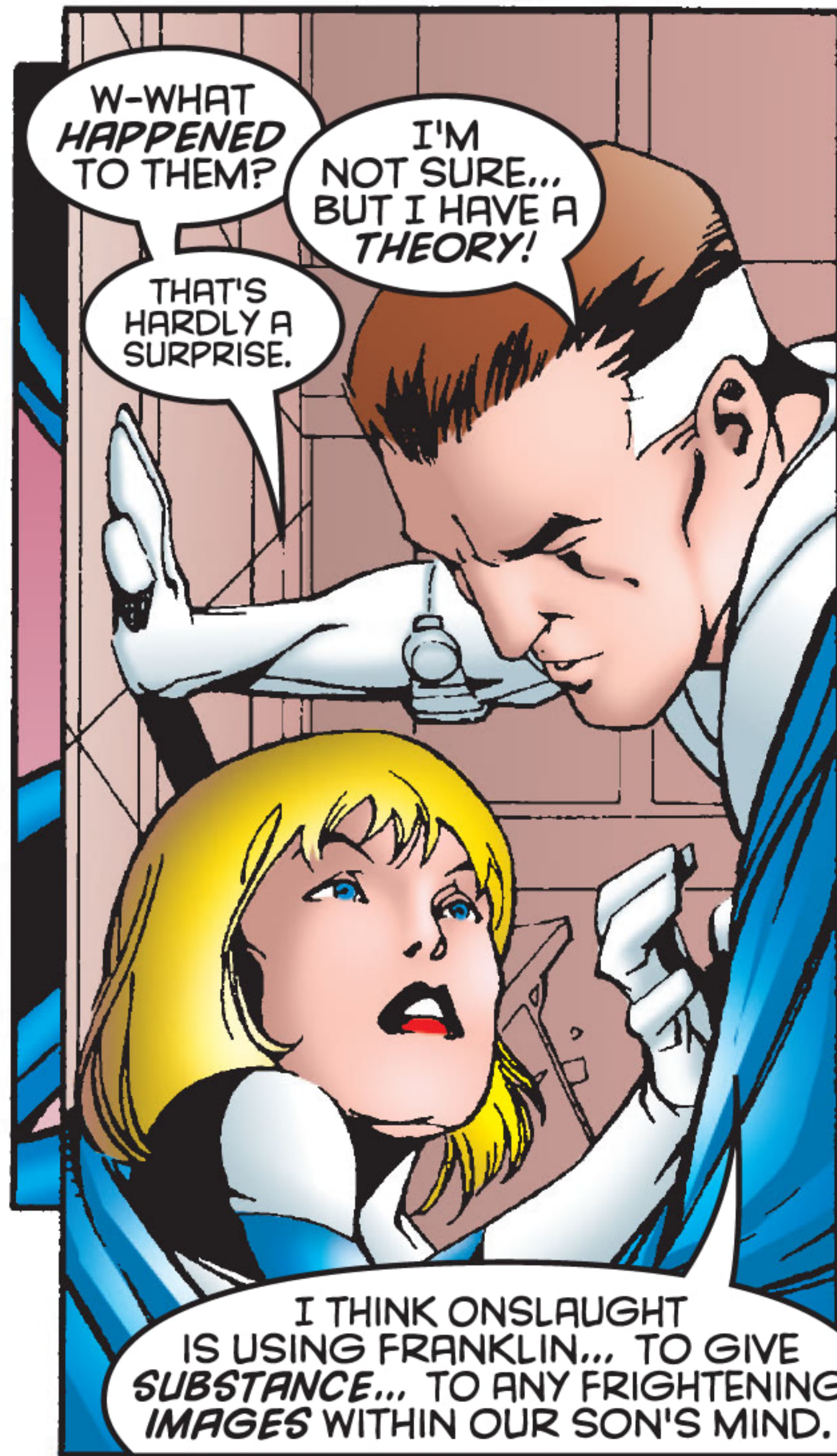
ACCORDING TO MY CALCULATIONS, THIS BATTLE WILL CONCLUDE IN EXACTLY 2.7 SECONDS!

I'LL BE HAPPY TO OBLIGE --



-- AND SO WILL MY INVISIBLE FORCE *BATTERING RAM*!

POW

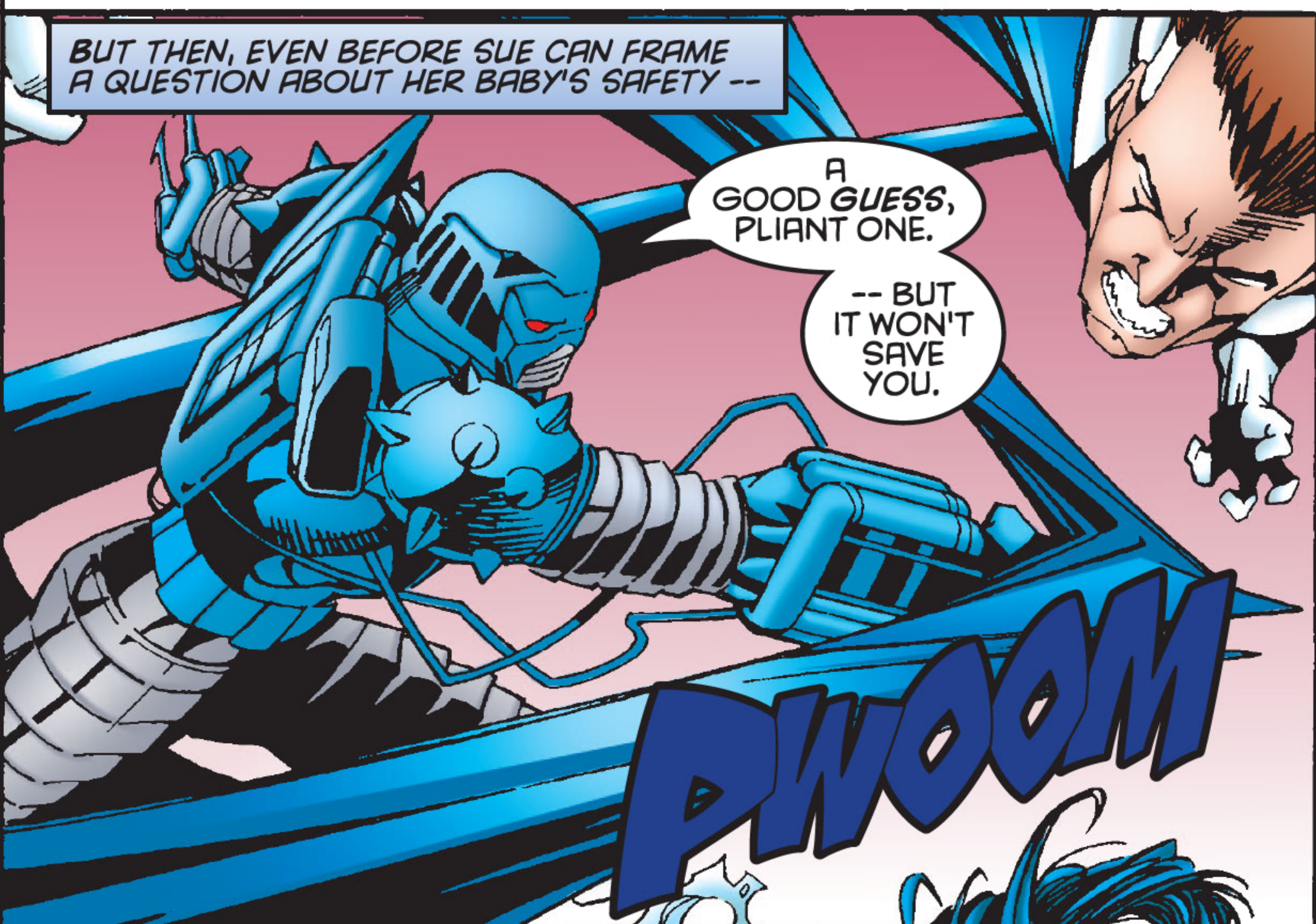


W-WHAT
HAPPENED
TO THEM?

I'M
NOT SURE...
BUT I HAVE A
THEORY!

THAT'S
HARDLY A
SURPRISE.

I THINK ONSLAUGHT
IS USING FRANKLIN... TO GIVE
SUBSTANCE... TO ANY FRIGHTENING
IMAGES WITHIN OUR SON'S MIND.



BUT THEN, EVEN BEFORE SUE CAN FRAME
A QUESTION ABOUT HER BABY'S SAFETY --

A
GOOD GUESS,
PLIANT ONE.

-- BUT
IT WON'T
SAVE
YOU.

PWOOM



IT IS
THE SACRED
DUTY OF DEVOS
THE DEVASTATOR
TO ELIMINATE ANY
LIFE-FORM CAPABLE
OF WAGING
WAR --

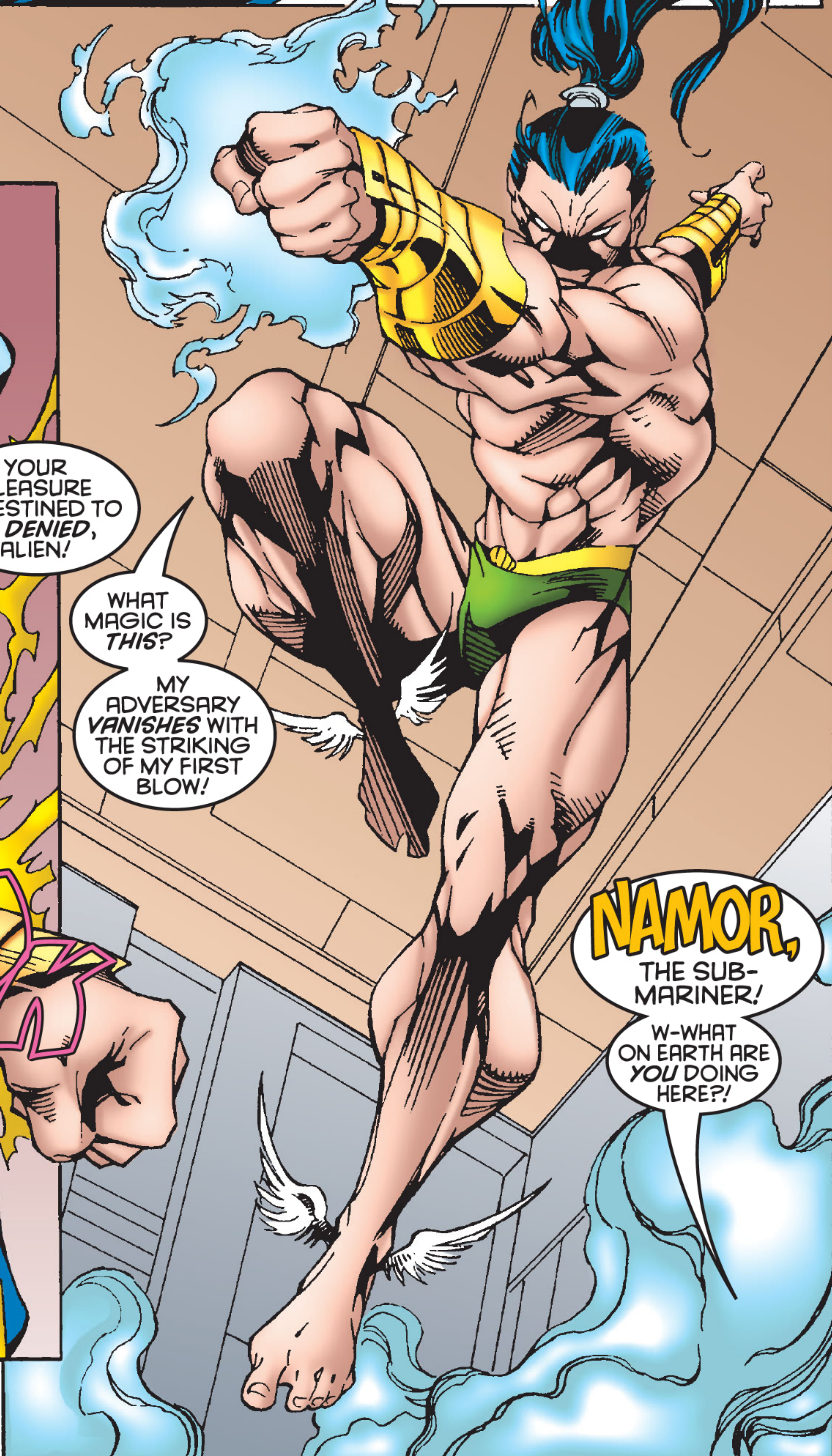
-- AND
I SHALL
TAKE IMMENSE
PLEASURE IN
OBLITERATING
YOU!



YOUR
PLEASURE
IS DESTINED TO
BE DENIED,
ALIEN!

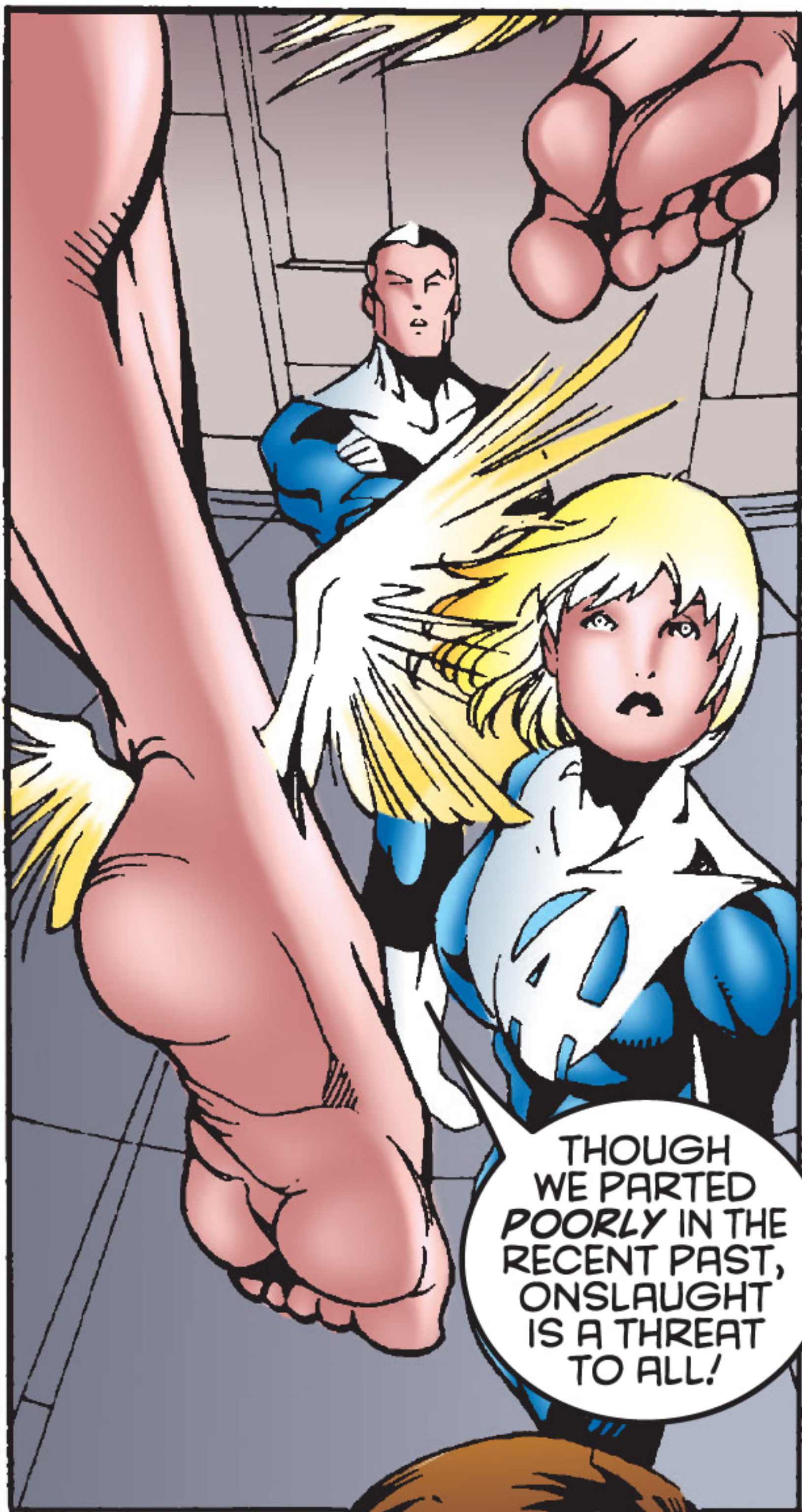
WHAT
MAGIC IS
THIS?

MY
ADVERSARY
VANISHES
WITH THE
STRIKING
OF MY FIRST
BLOW!

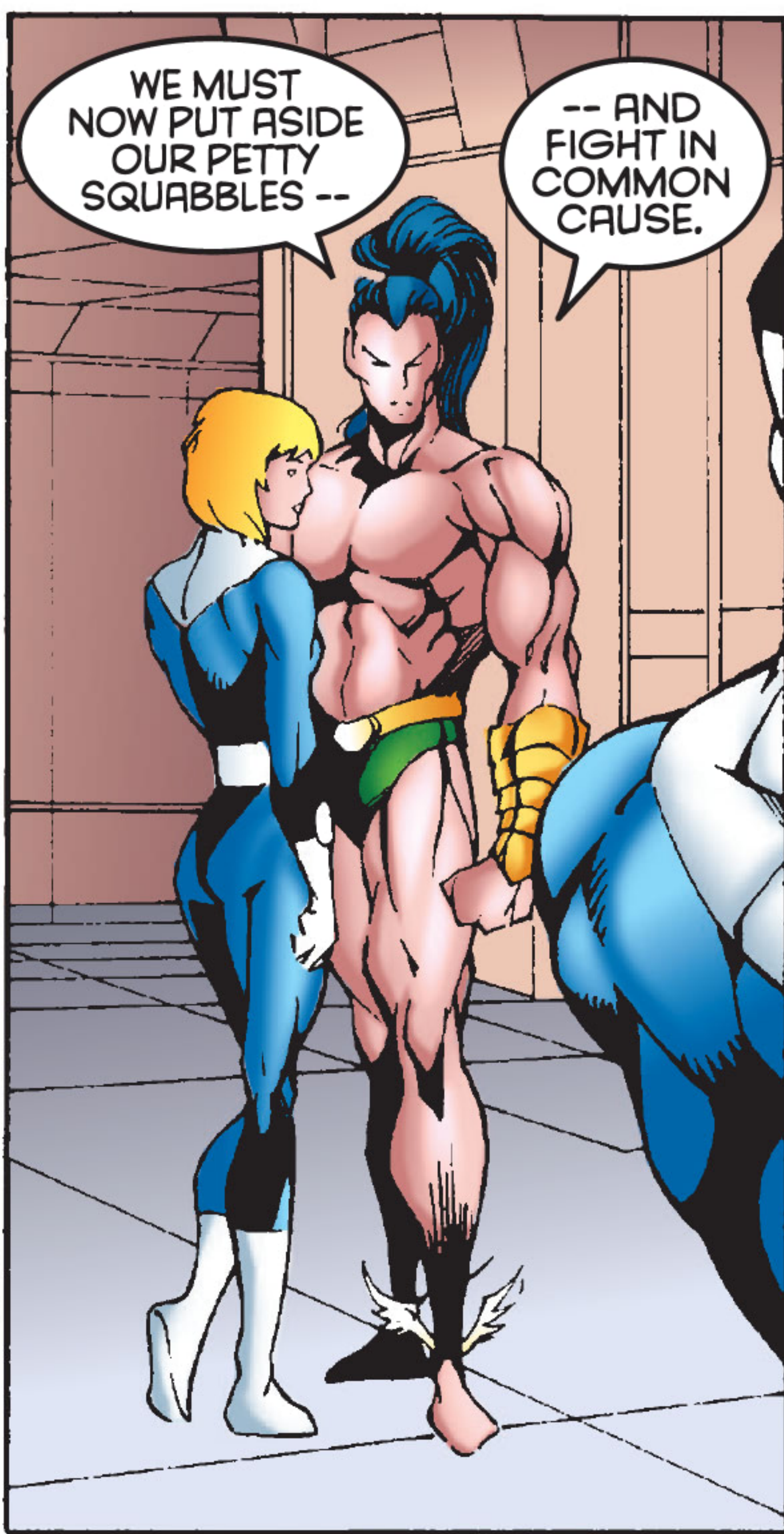


NAMOR,
THE SUB-
MARINER!

W-WHAT
ON EARTH ARE
YOU DOING
HERE?!



THOUGH WE PARTED *POORLY* IN THE RECENT PAST, ONSLAUGHT IS A THREAT TO ALL!



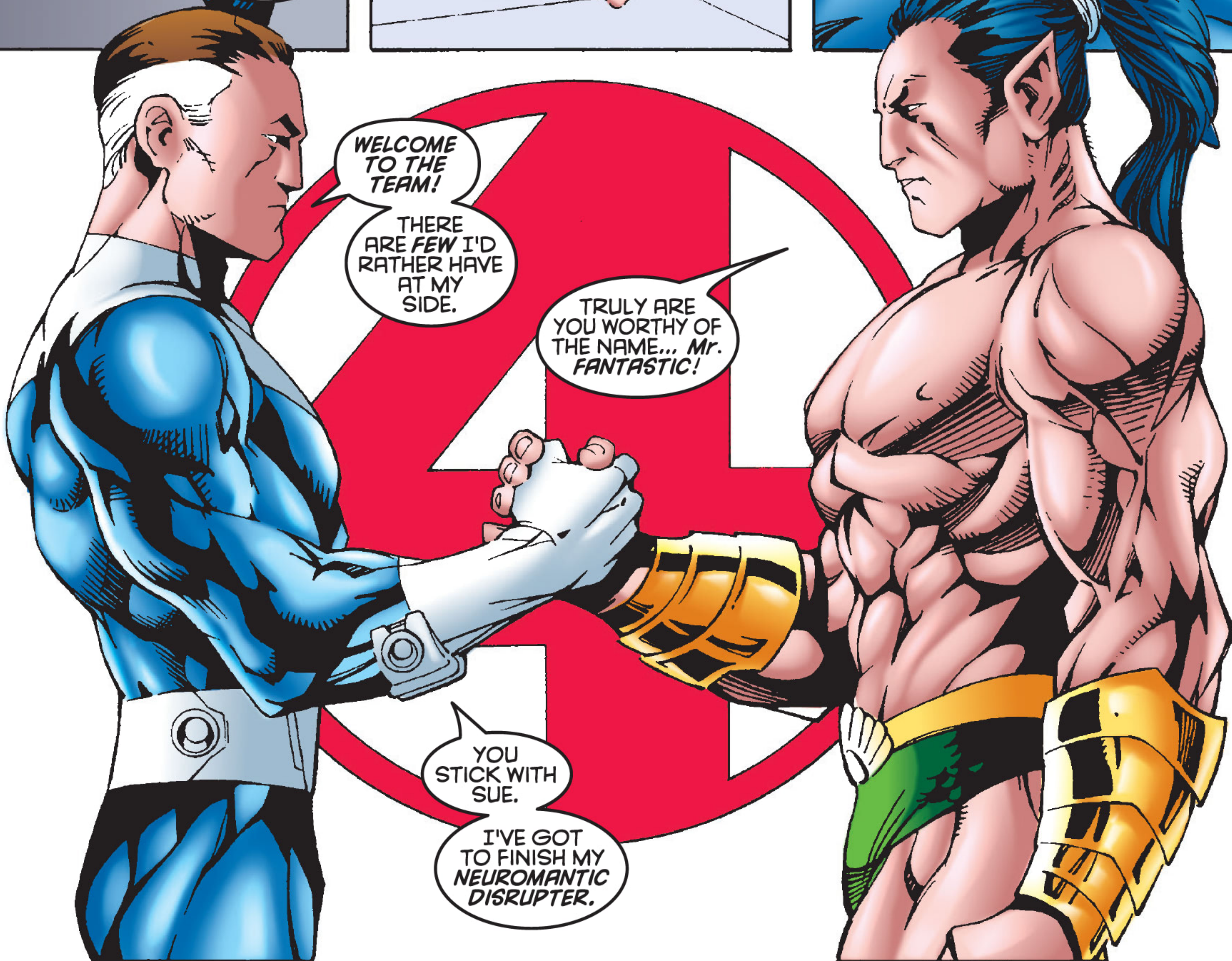
WE MUST NOW PUT ASIDE OUR PETTY SQUABBLES --

-- AND FIGHT IN COMMON CAUSE.



AFTER ALL THAT'S HAPPENED BETWEEN US, I DOUBT WE'LL EVER BE FRIENDS, NAMOR...

... BUT YOU'VE ALWAYS HAD MY RESPECT!



WELCOME TO THE TEAM!

THERE ARE *FEW* I'D RATHER HAVE AT MY SIDE.

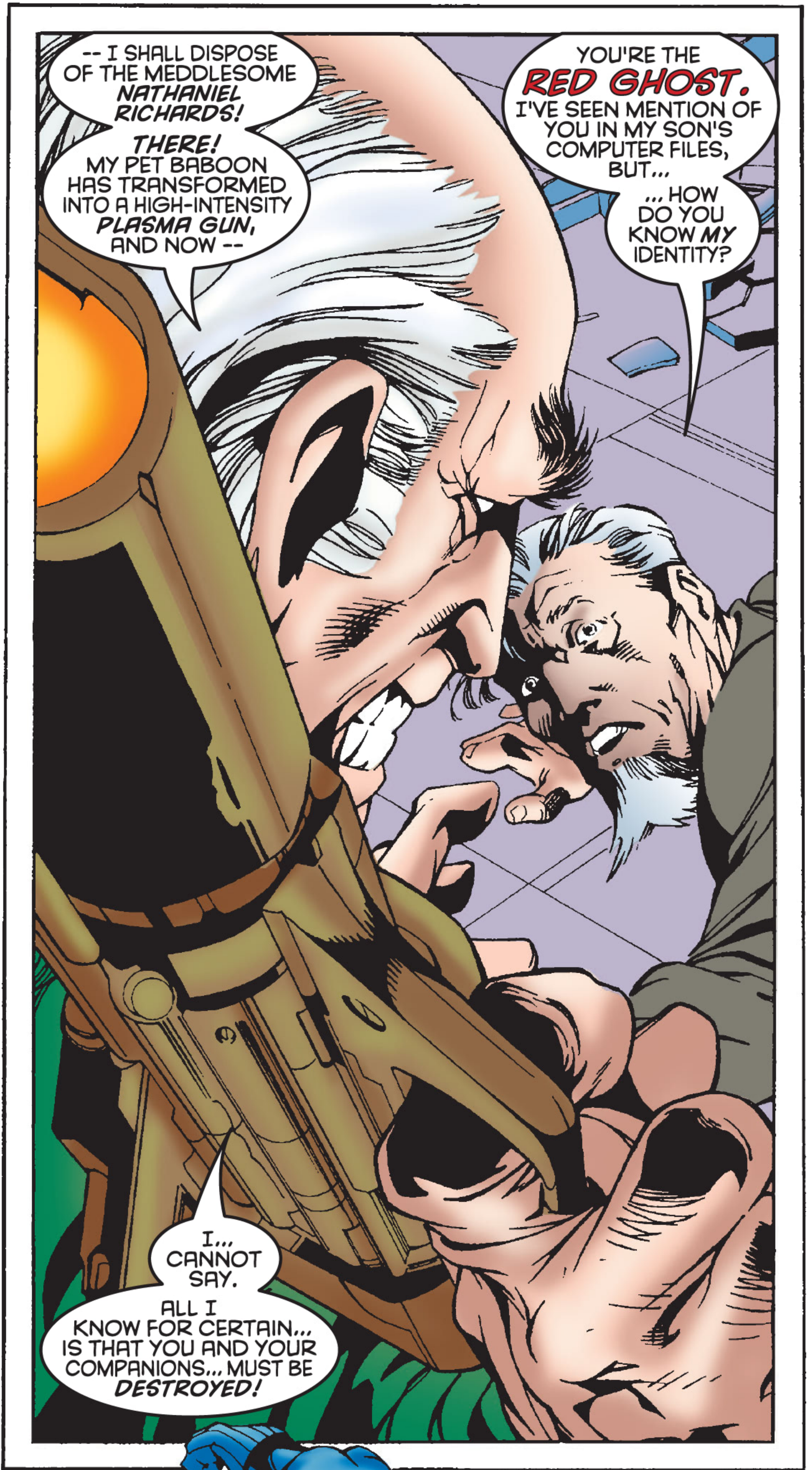
TRULY ARE YOU WORTHY OF THE NAME... Mr. *FANTASTIC*!

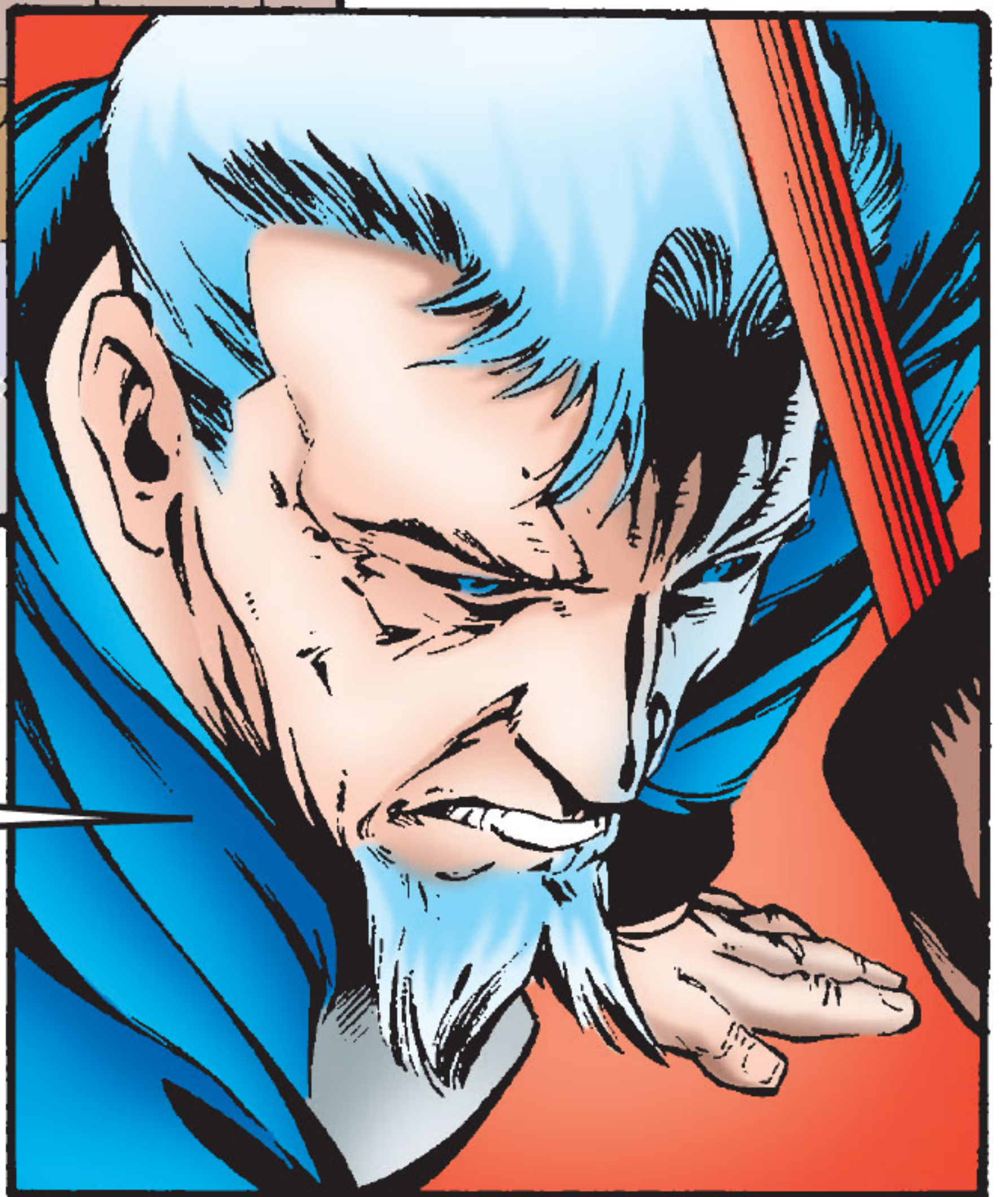
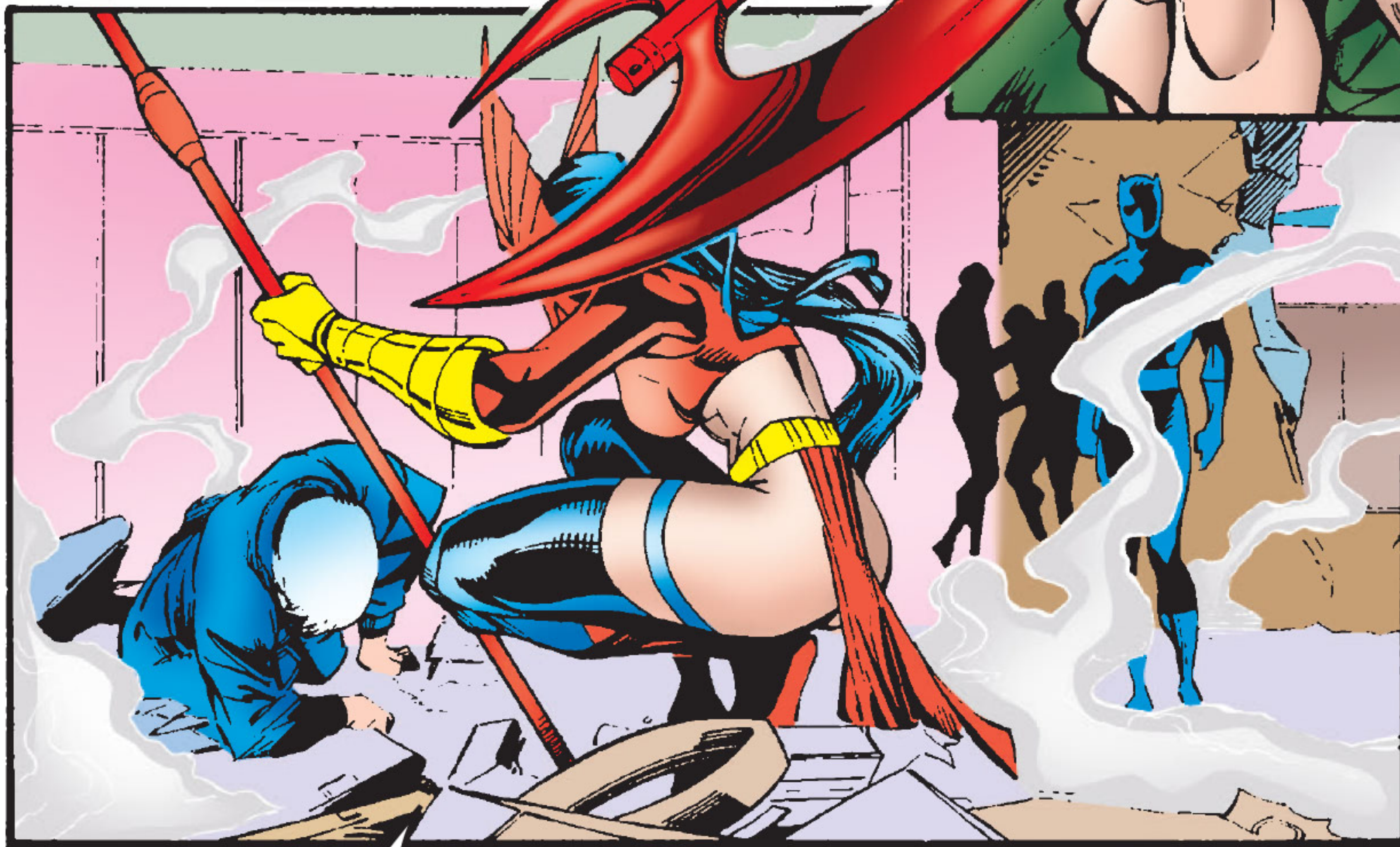
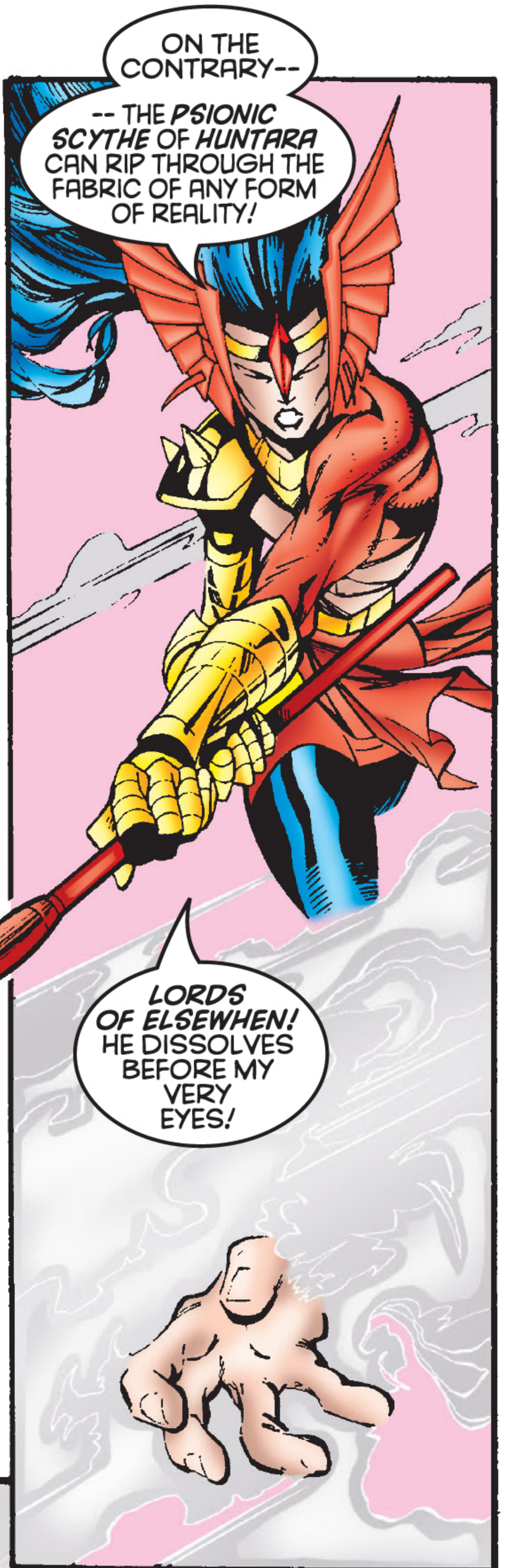
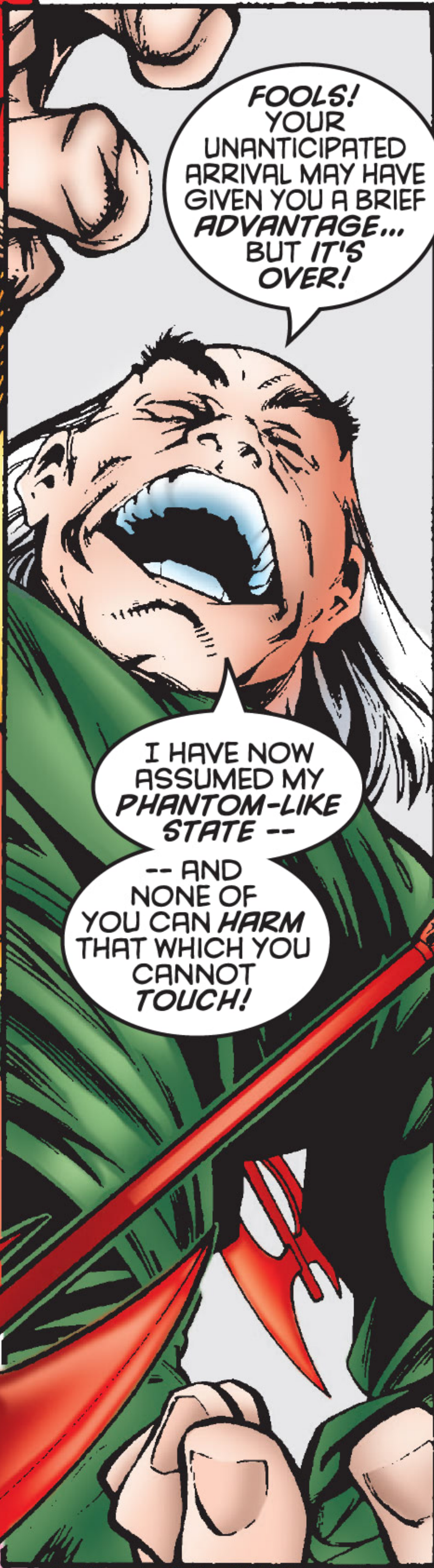
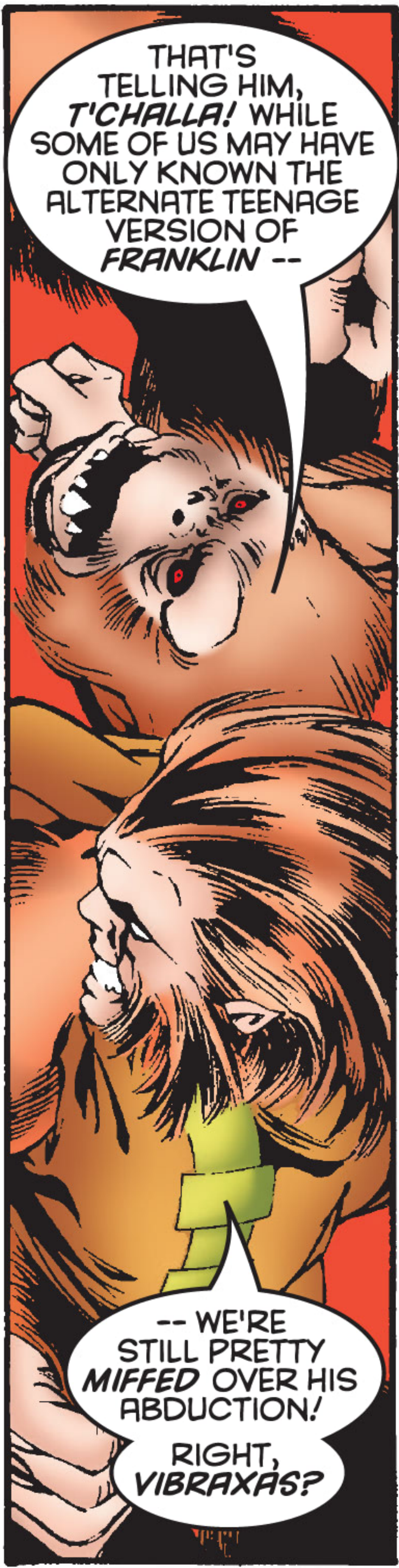
YOU STICK WITH SUE.

I'VE GOT TO FINISH MY *NEUROMANTIC* DISRUPTER.



SO BE IT!
IMPERIOUS REX!





4 MEANWHILE, BACK
IN REED'S LAB...

THIS
NEUROMANTIC
DISRUPTOR IS
OUR ONLY HOPE
OF BLOCKING
ONSLAUGHT'S
PSIONIC
BARRAGE!

I AIN'T
REALLY SURE
HOW THAT'S GONNA
HELP US PUT THE
KIBOSH ON
ALL'A THESE PLAY-
MATES, REEDY-
BOY --

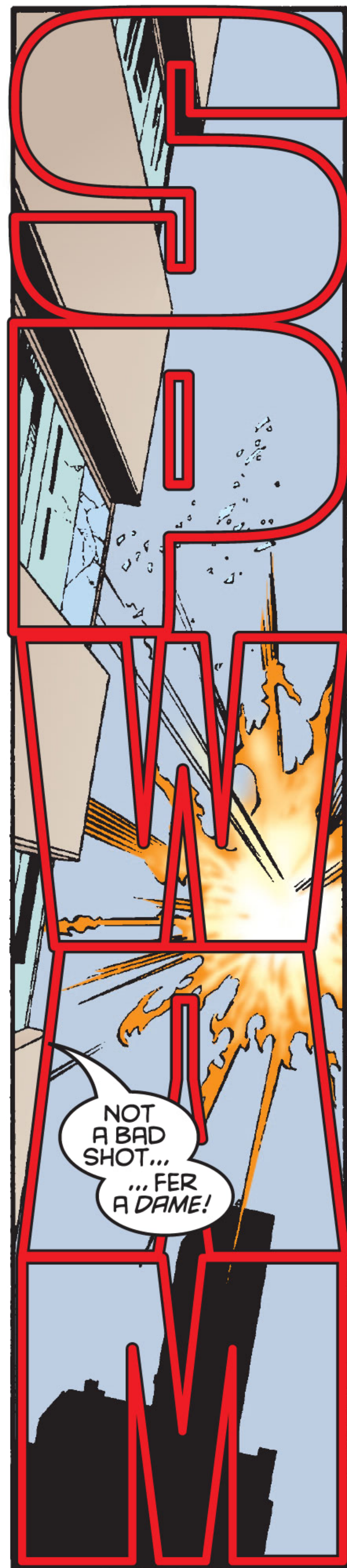
-- BUT
I'D RATHER
WRESTLE OL'
TYROS THE TERRIBLE
THAN LISSEN TO A
LONG-WINDED
EXPLANATION!

GLAD I
MANAGED TO
STASH **ALICIA** IN
THE TRIAGE CENTER
BEFORE COMING
HERE.

YOU
NEED A
**BREATH-
ER,**
THING?

I'M
JUST WARMIN'
UP, **SHE-
HULK**--

BUT
FEEL FREE
TO LEND A
HAND!



NOT
A BAD
SHOT...
... FER
A **DAME!**

YOU
WISH YOU
COULD DO
BETTER!

THE
DISRUPTOR
IS FINALLY
COMPLETED --



-- BUT I STILL NEED A POWER SOURCE CAPABLE OF WITHSTANDING ONE OF ONSLAUGHT'S ELECTROMAGNETIC PULSES!

WHY'N YA SAY SO, STRETCH?

I GOT THIS **ALIEN GIZMO** WHICH IS **JUST** COLLECTIN' DUST.

AN' I FIGGER IT'S GOT MORE'N ENUFF JUICE TA WITHSTAND **ANYTHIN'** ONSLAUGHT CAN TOSS AT IT!

BUT, BEN... THAT'S THE MACHINE WHICH RESTORES YOU TO **HUMAN FORM!**

IT MAY BE YOUR ONE CHANCE AT A NORMAL LIFE -- AND THERE'S NO GUARANTEE IT CAN EVER BE **RECONSTRUCTED!**

I CAN'T ASK YOU TO MAKE SUCH A **SACRIFICE!**



YOU AIN'T **ASKIN'...**

I'M **VOLUNTEERIN'!**



IN CASE YA FORGOT... **FRANKLIN'S STILL MY GODCHILD!**

AN' THERE AIN'T **NUTHIN'** I WOULDN'T BE WILLIN' TA **GIVE UP** FOR 'IM!

4 HIGH ABOVE THE STREETS OF MANHATTAN, THE AIR BEGINS TO BLISTER...

I... I'M CAUGHT BETWEEN ANNIHILUS' AND DRAGON MAN!

IT'S LIKE THE WORLD'S GONE MAD!

FOR EVERY LOONEY I DEFEAT, UP POPS ANOTHER!

SUDDENLY, A STRANGE UNIDENTIFIED AIRSHIP STREAKS TOWARDS FOUR FREEDOMS PLAZA, AND THEN --

PA
ROOM

SHOCK QUICKLY REPLACES GRATITUDE AS A MAJESTIC FIGURE EMERGES FROM THE HOVERING CRAFT...

YOU!?

ONSLAUGHT RECRUITED YOU?

DON'T BE IMPERTINENT!

I AM NOT FOR HIRE.

IF I WANTED YOU DEAD...

... YOUR CORPSE WOULD ALREADY BE **SMEARED** ACROSS THE PAVEMENT.

OKAY, LET'S SAY I BUY YOUR RAP...

... WHY EXACTLY ARE YOU HERE?

I DEMAND AN URGENT AUDIENCE WITH REED RICHARDS.

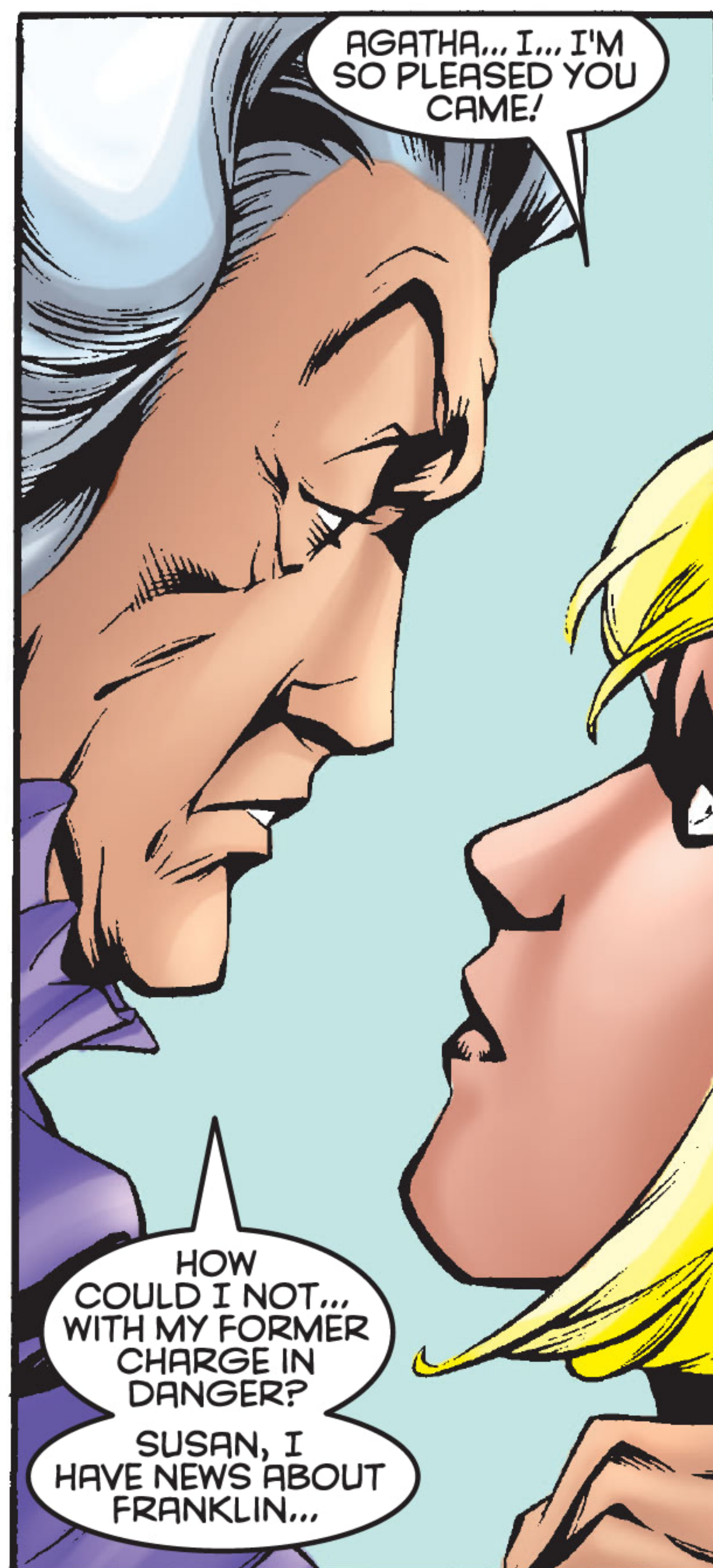
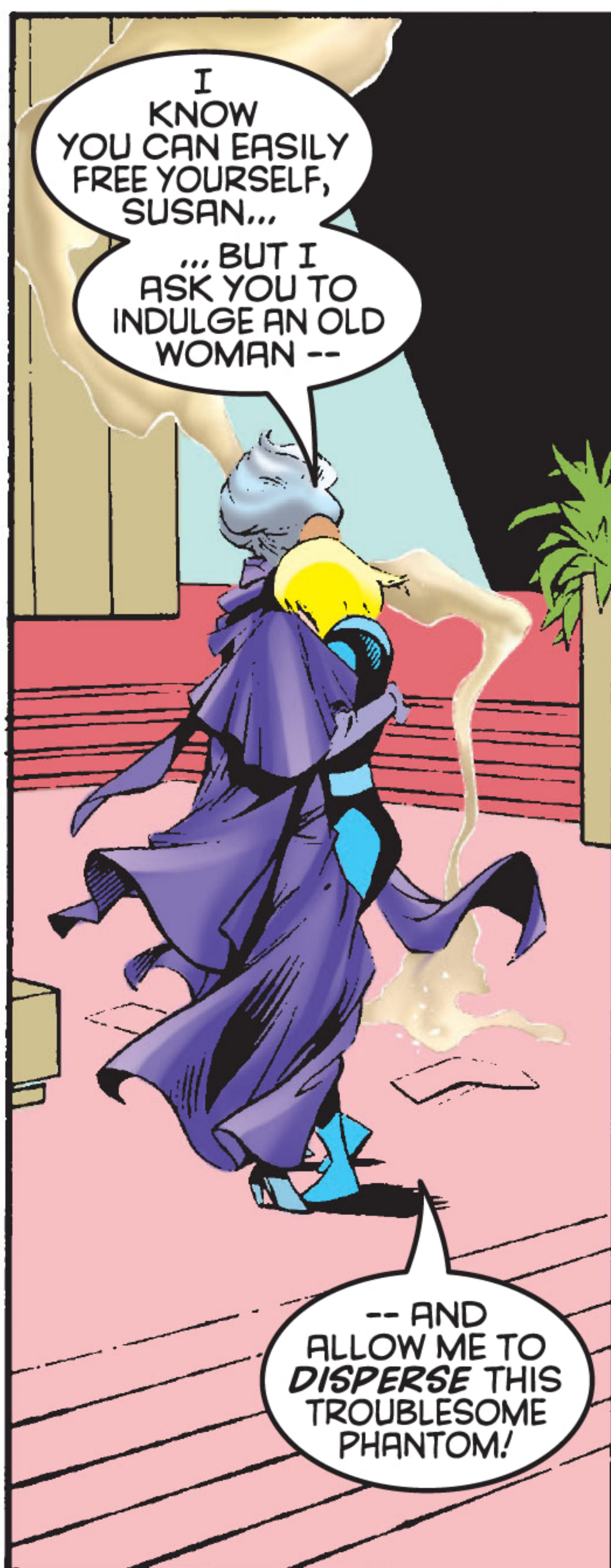
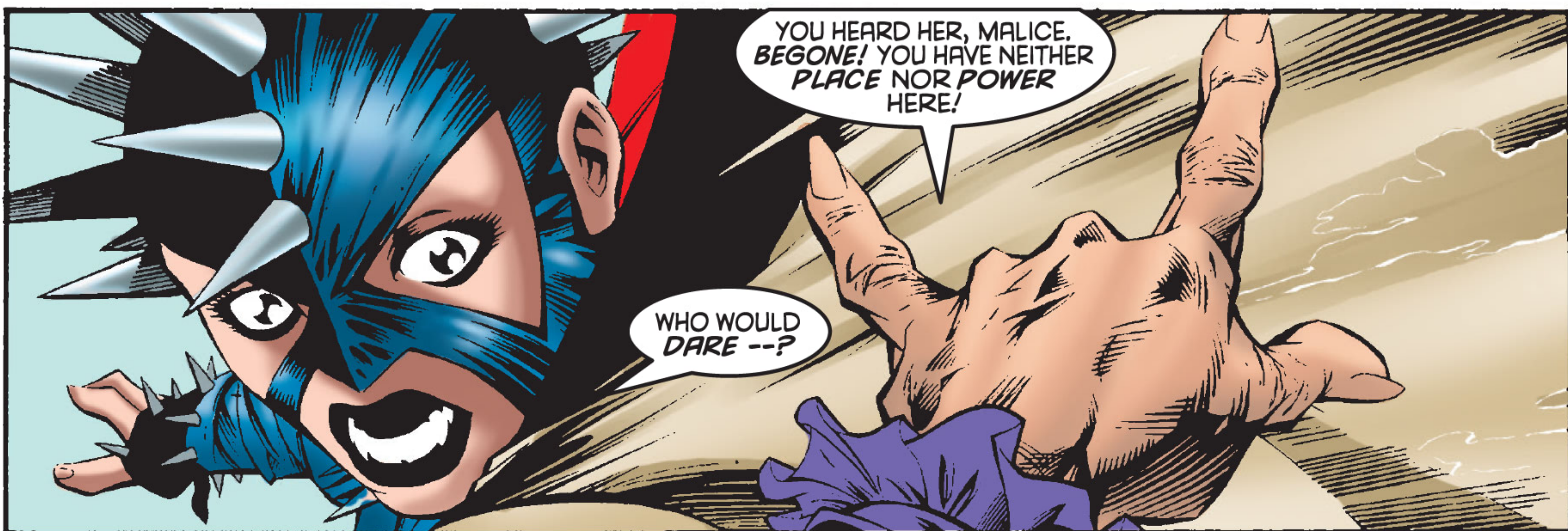
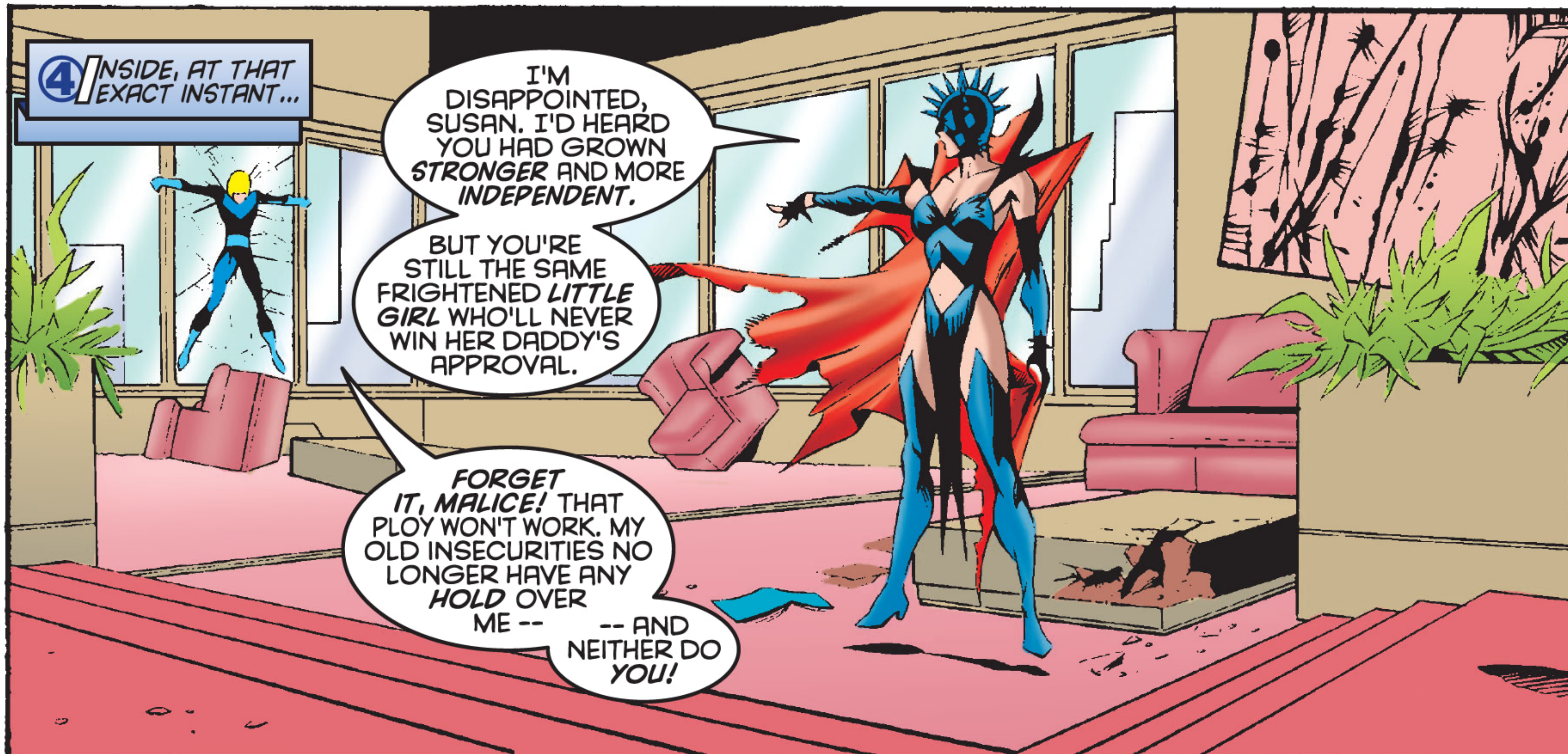
I ASSUME EVEN YOU CAN GUESS THE TOPIC.

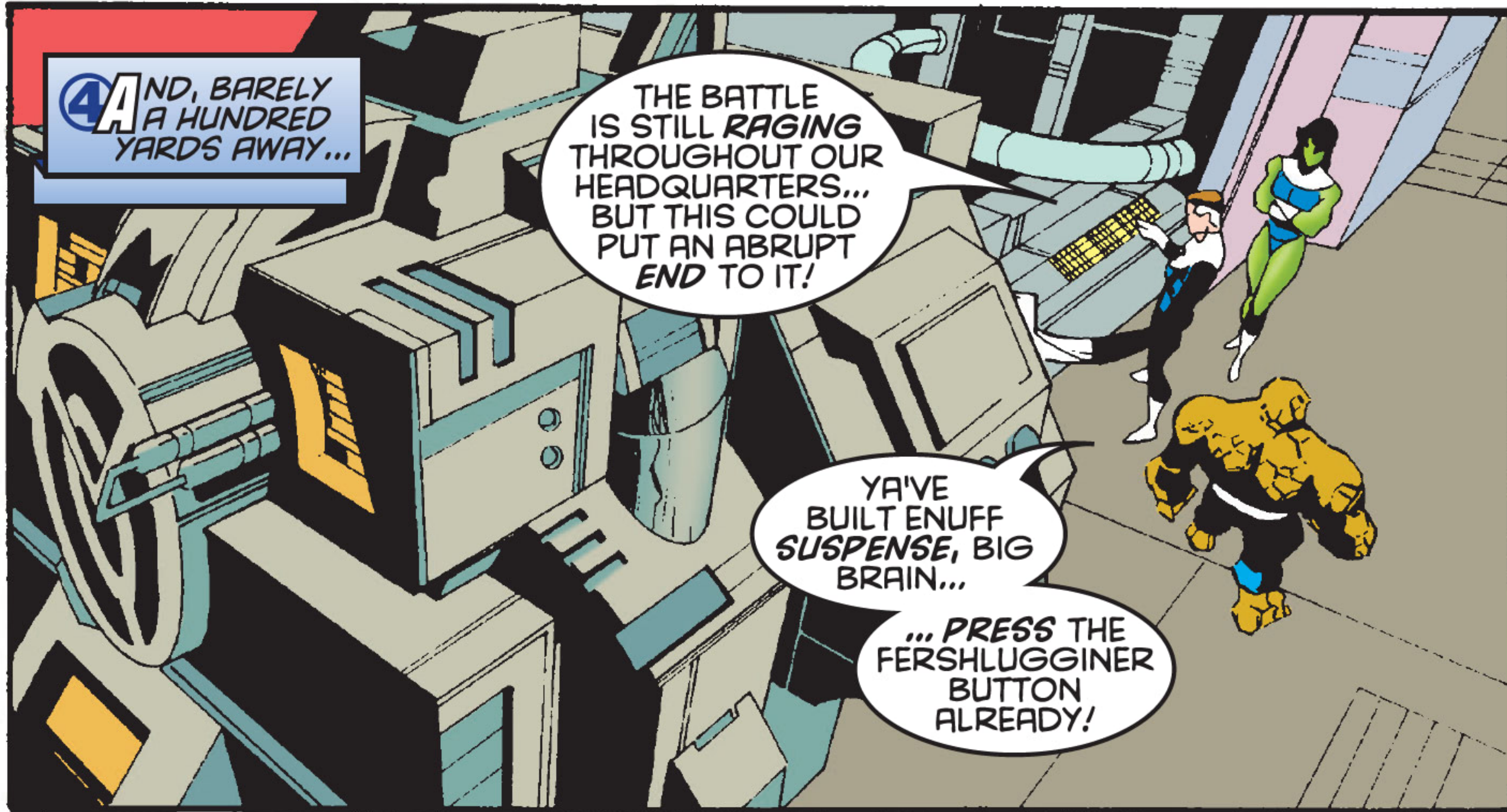
AND, NO MATTER HOW LAX THE CURRENT STATE OF YOUR BUILDING'S SECURITY --

-- A PERSONAL ESCORT WILL ALWAYS BE REQUIRED FOR --

-- DOCTOR DOOM!

C-CAN'T KEEP THIS PACE MUCH LONGER.



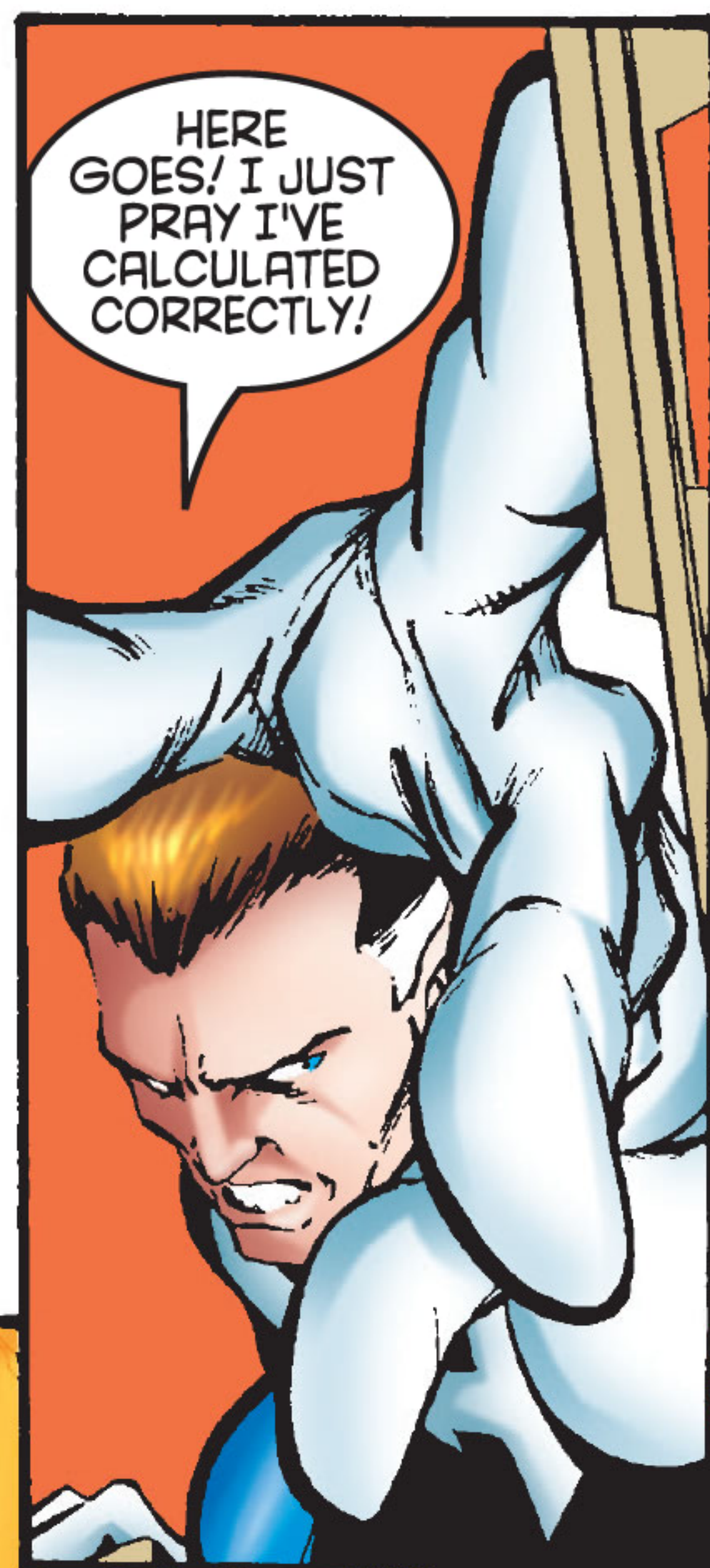


4 AND, BARELY
A HUNDRED
YARDS AWAY...

THE BATTLE
IS STILL *RAGING*
THROUGHOUT OUR
HEADQUARTERS...
BUT THIS COULD
PUT AN ABRUPT
END TO IT!

YA'VE
BUILT ENUFF
SUSPENSE, BIG
BRAIN...

... *PRESS THE*
FERSHLUGGINER
BUTTON
ALREADY!



HERE
GOES! I JUST
PRAY I'VE
CALCULATED
CORRECTLY!



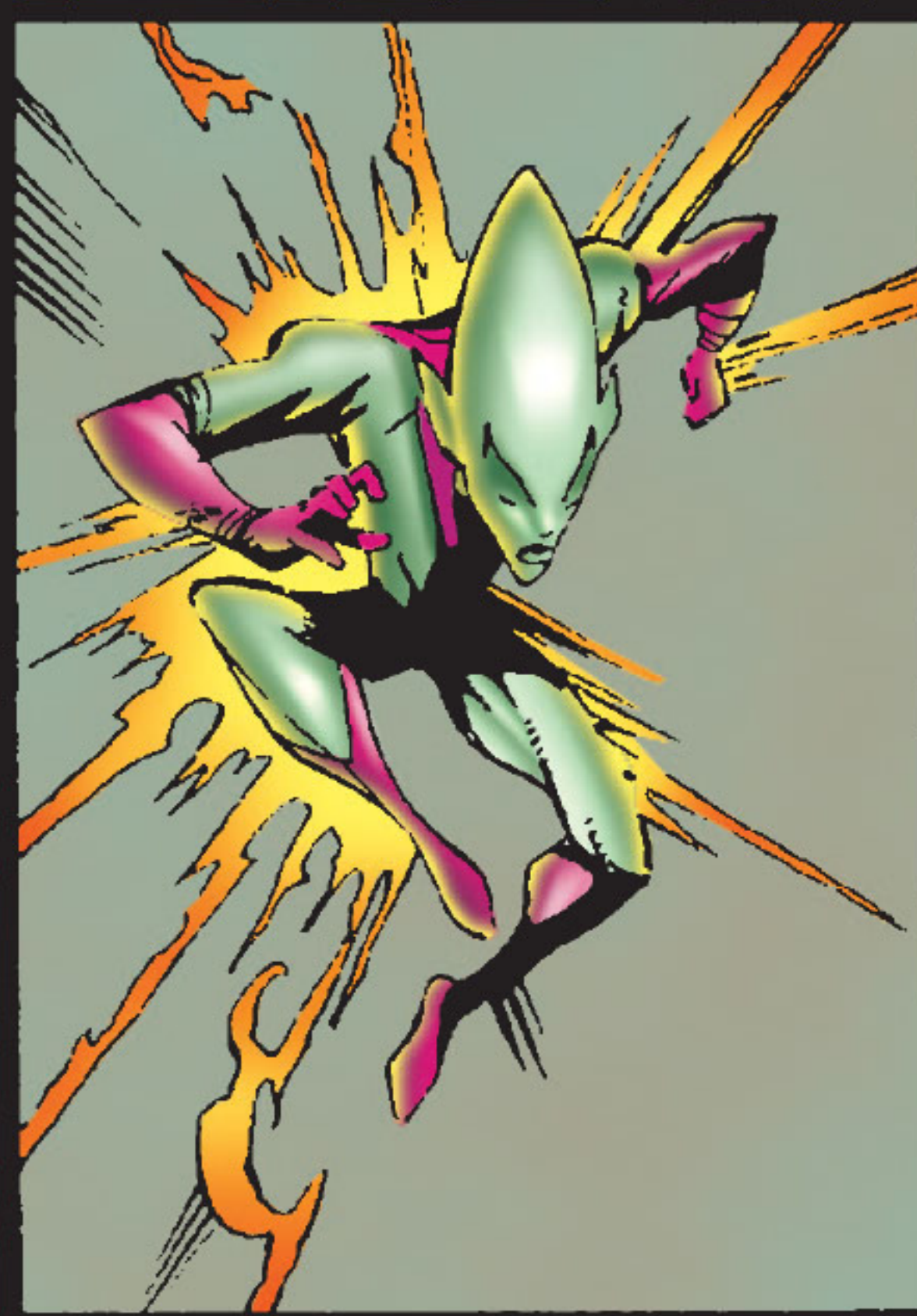
LOOK--!

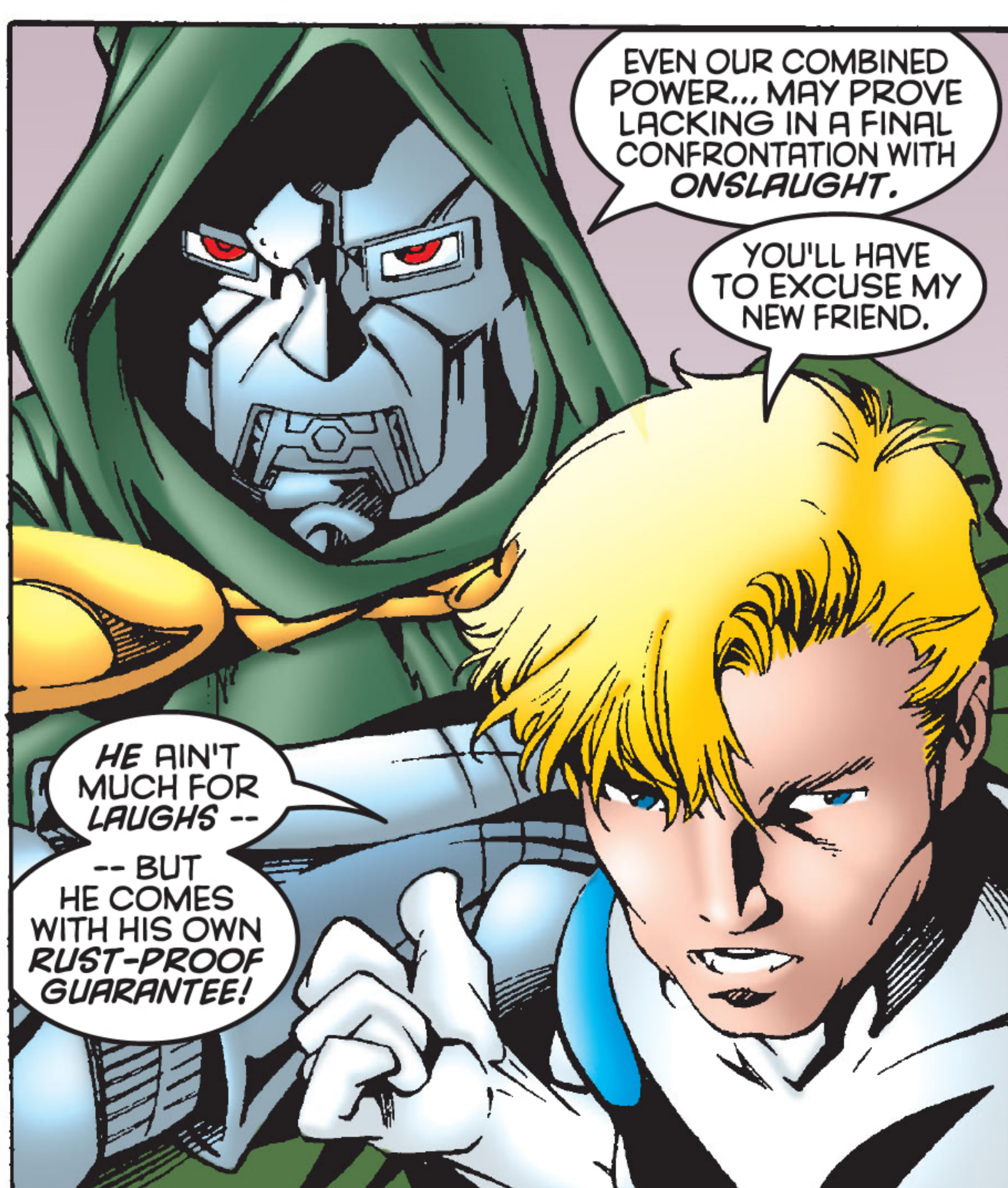
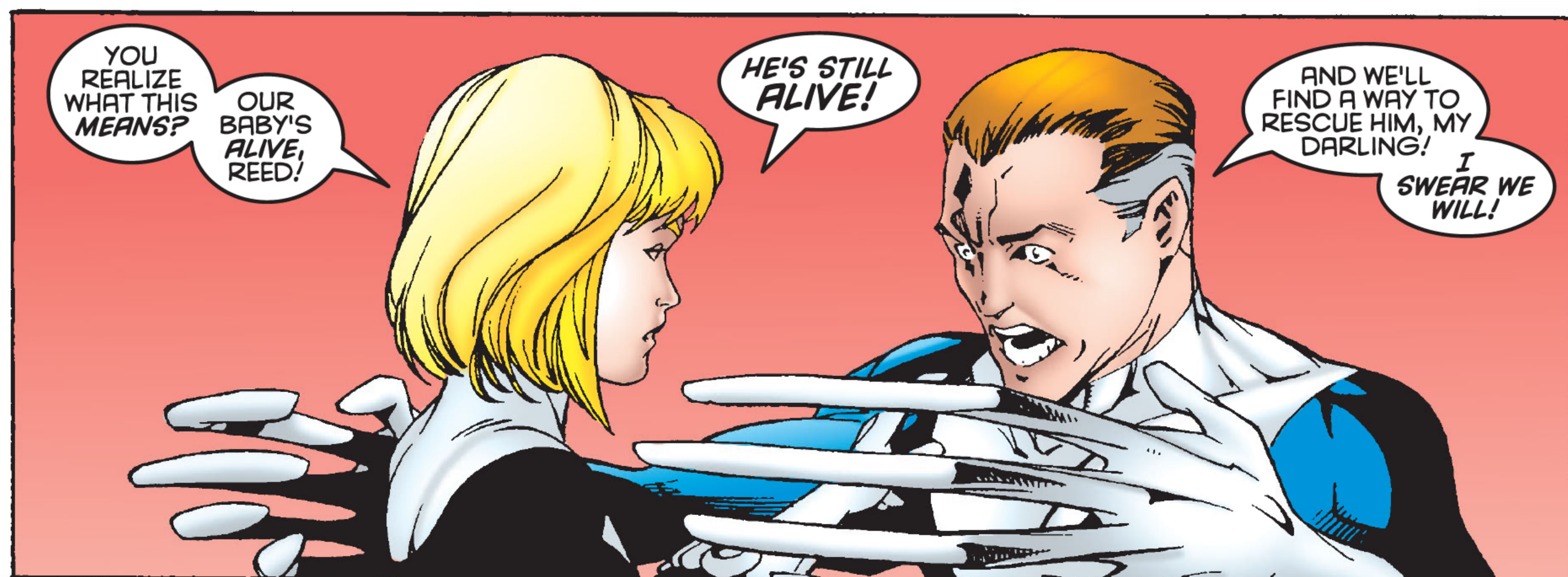
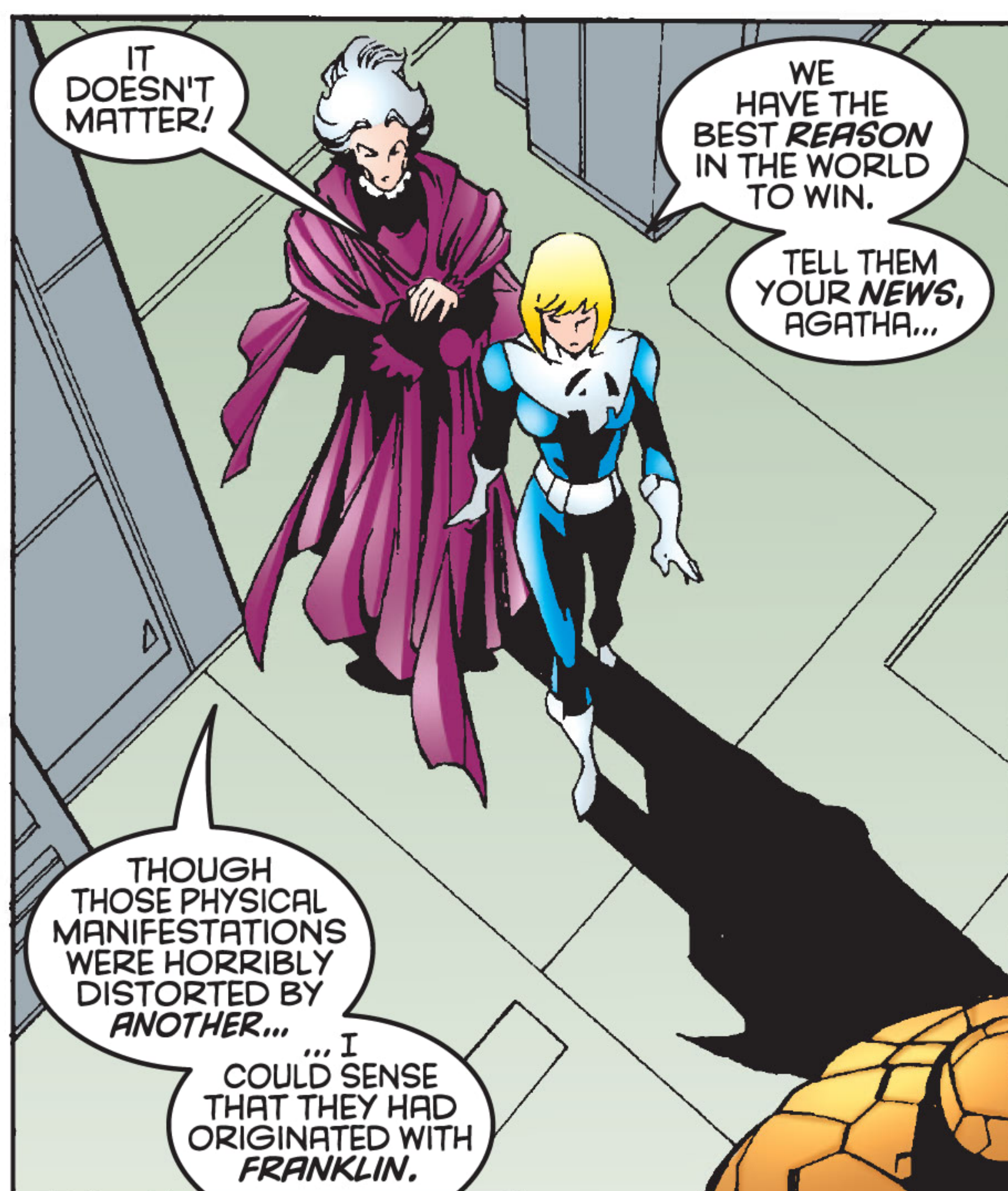
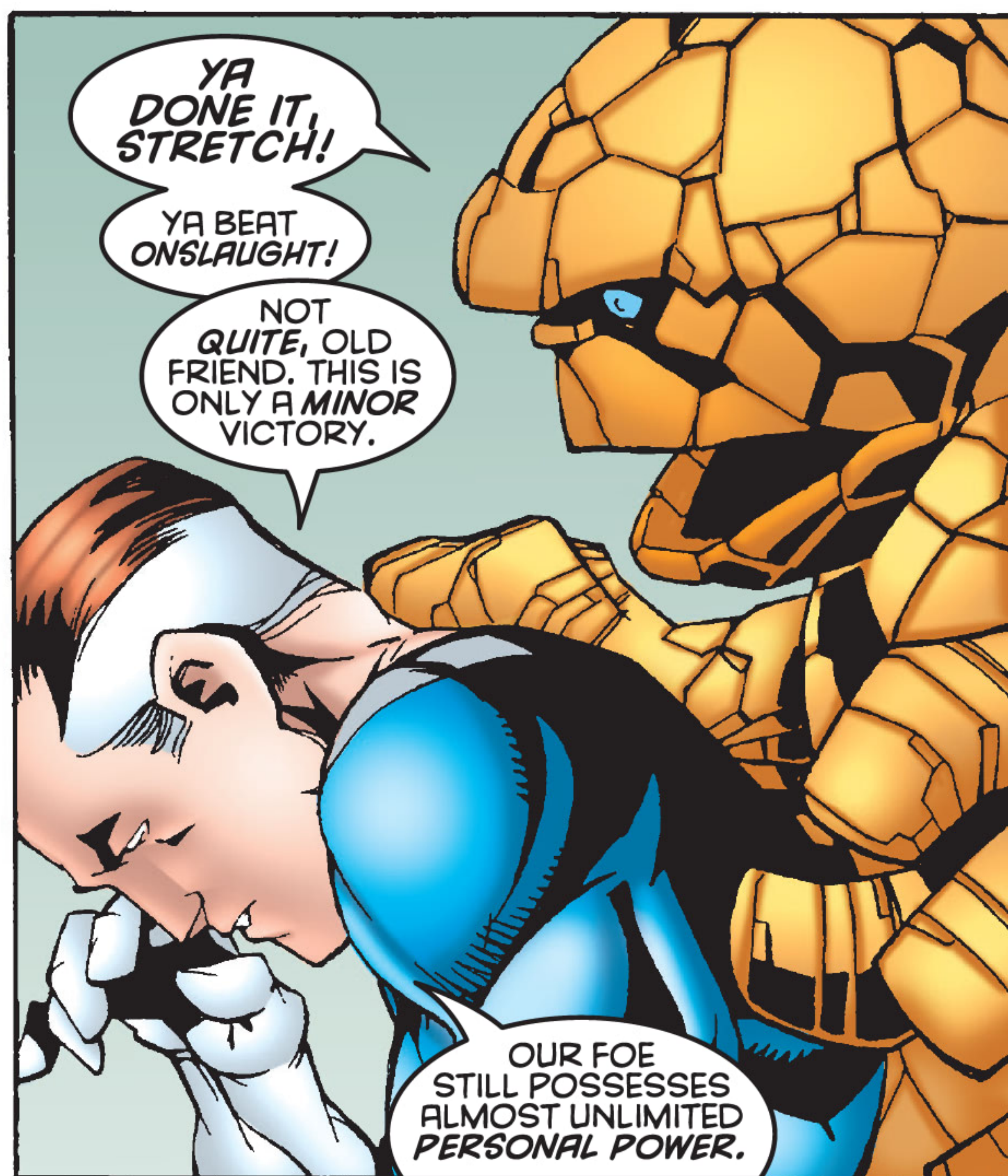
WAVES'A PURE
ENERGY ARE RADIATIN'
OUTTA YER *NEURO-*
WHATSIS!

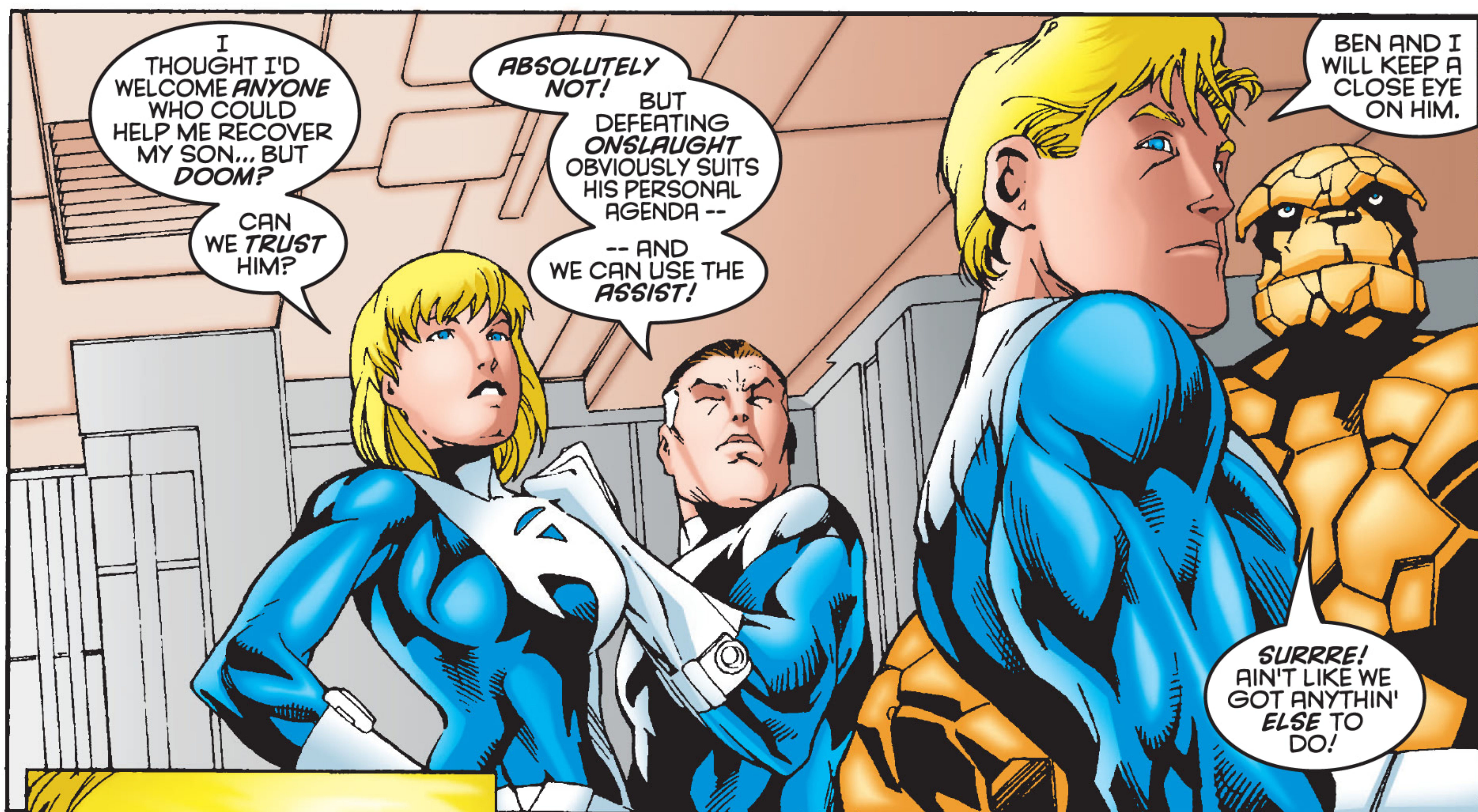
I-IT'S
WORKIN'!

ALL'A
OUR UNWANTED
GUESTS ARE
FADIN'
AWAY --

-- LIKE A
PEPPERONI-
INSPIRED NIGHT-
MARE!







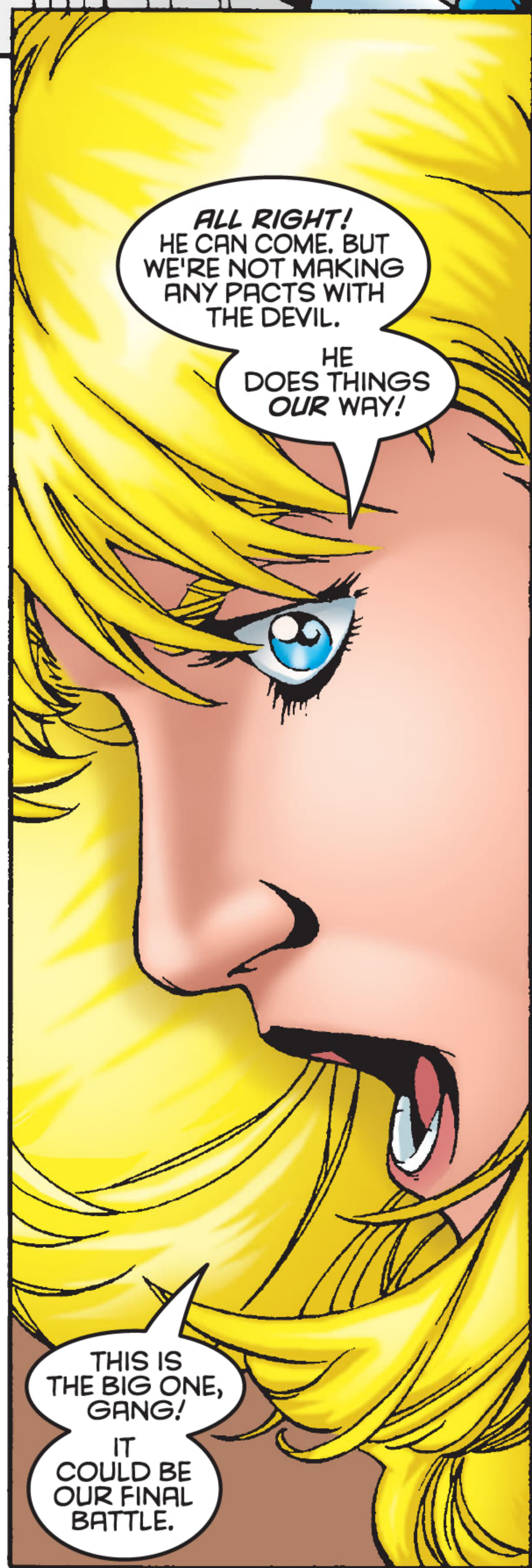
I THOUGHT I'D WELCOME *ANYONE* WHO COULD HELP ME RECOVER MY SON... BUT *DOOM*?

CAN WE *TRUST* HIM?

ABSOLUTELY NOT! BUT DEFEATING **ONSLAUGHT** OBVIOUSLY SUITS HIS PERSONAL AGENDA -- -- AND WE CAN USE THE **ASSIST!**

BEN AND I WILL KEEP A CLOSE EYE ON HIM.

SURRE! AIN'T LIKE WE GOT ANYTHIN' ELSE TO DO!



ALL RIGHT! HE CAN COME. BUT WE'RE NOT MAKING ANY PACTS WITH THE DEVIL.

HE DOES THINGS *OUR* WAY!

THIS IS THE BIG ONE, GANG!
IT COULD BE OUR FINAL BATTLE.



WHETHER WE WIN OR LOSE...



...I WANT YOU TO KNOW HOW MUCH I TRULY LOVE YOU ALL!

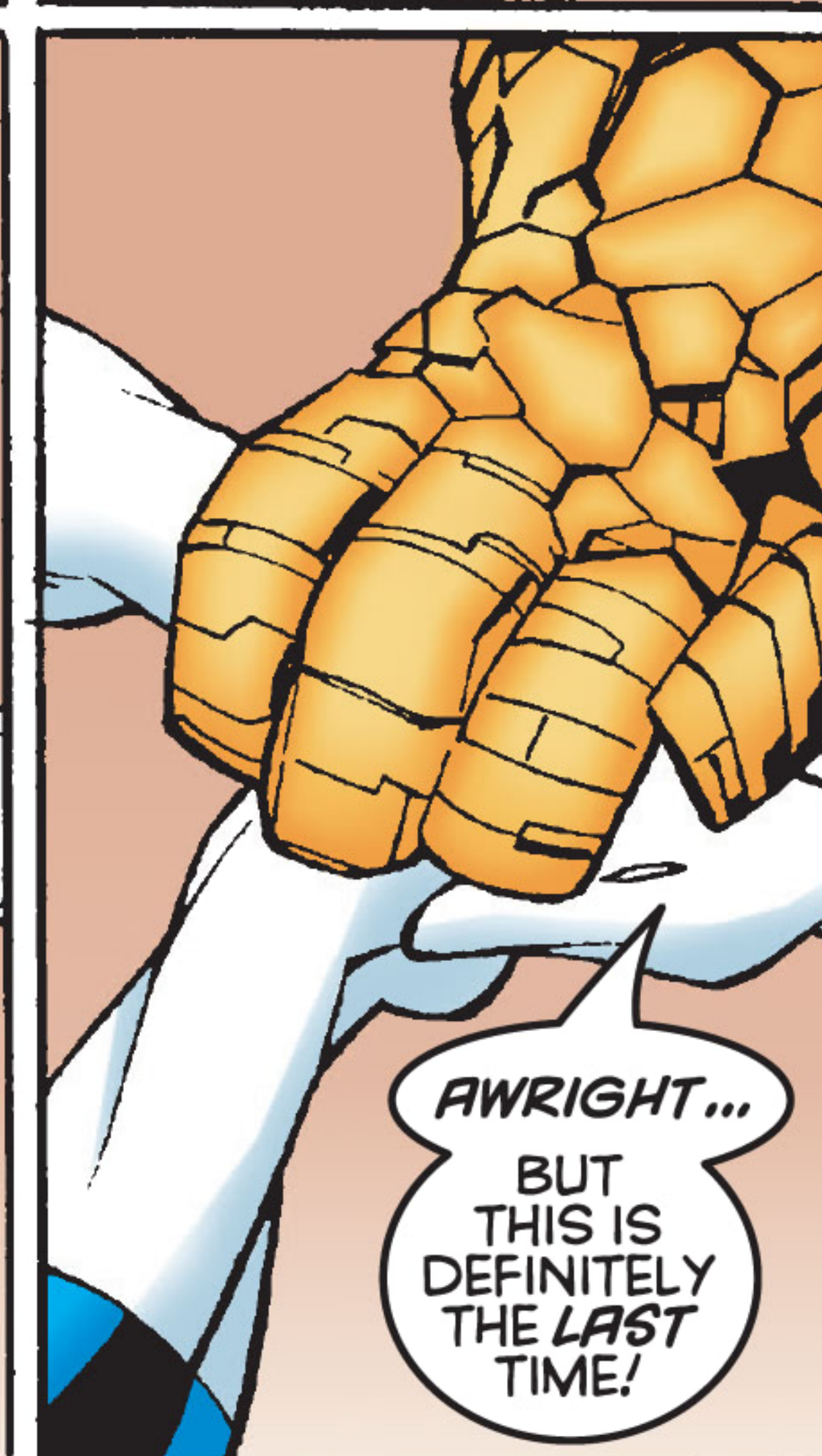
AW, SUZIE... NOT THAT CORNY *HAND* THING.



STOP BELLYACHING, MEATHEAD! IT'S *TRADITION!*



JOHNNY'S RIGHT! THERE'S NO BETTER WAY TO FACE THIS CONFLICT.



AWRIGHT... BUT THIS IS DEFINITELY THE *LAST* TIME!



GATHER UP EVERYONE!

I DON'T NEED TO EXPLAIN *WHAT'S* AT STAKE HERE. WE ARE FIGHTING FOR FAR *MORE* THAN THE LIFE OF MY SON, THOUGH THAT WOULD BE ENOUGH.

IF WE FAIL...
HUMANITY DIES!

GET READY TO RUMBLE, PEOPLE!

IN THE WORDS OF MY DEAREST FRIEND...

...IT'S CLOBBERIN' TIME!

'NUFF SAID!

THE END

4

FOR NOW!

MARVEL
COMICS

X-MEN

SEPT '96 56

ANALYTIC
PHASE 2

SPECIAL
HEROES REBORN
UPDATE INSIDE!

APPROVED
BY THE
COMICS
CODE
AUTHORITY

MAGNETO
AND
ROGUE...

...UNLEASHED!

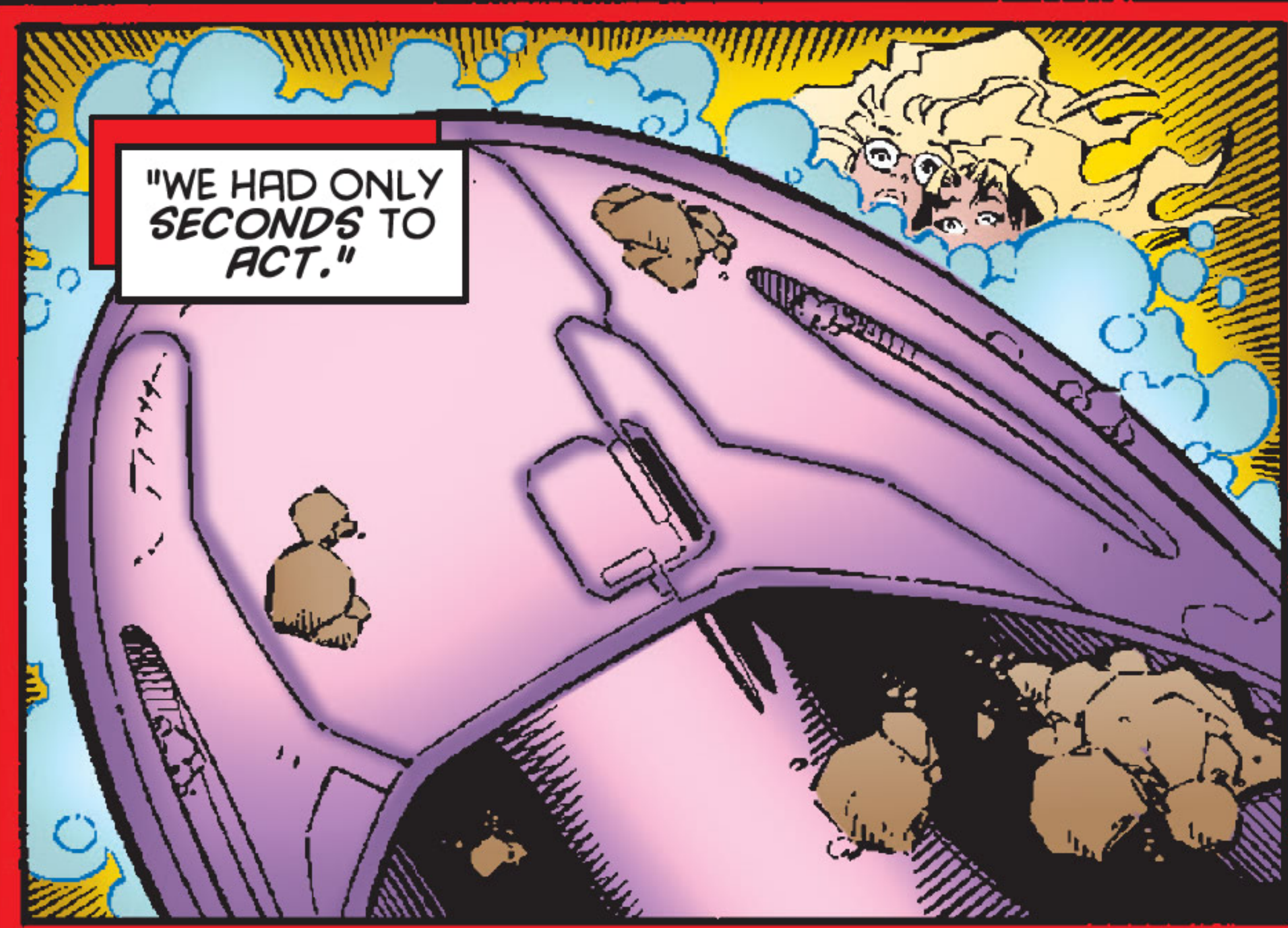
Amy Duberf 9/96

"... AND AS I *WATCHED*, THE
MARCHING *SOLDIER*... TOOL
OF A *TYRANT* BENT ON *WORLD*
DOMINATION... BROUGHT HIS
CRUSHING BOOT DOWN
WITHOUT THE *SLIGHTEST*
HESITANCY...

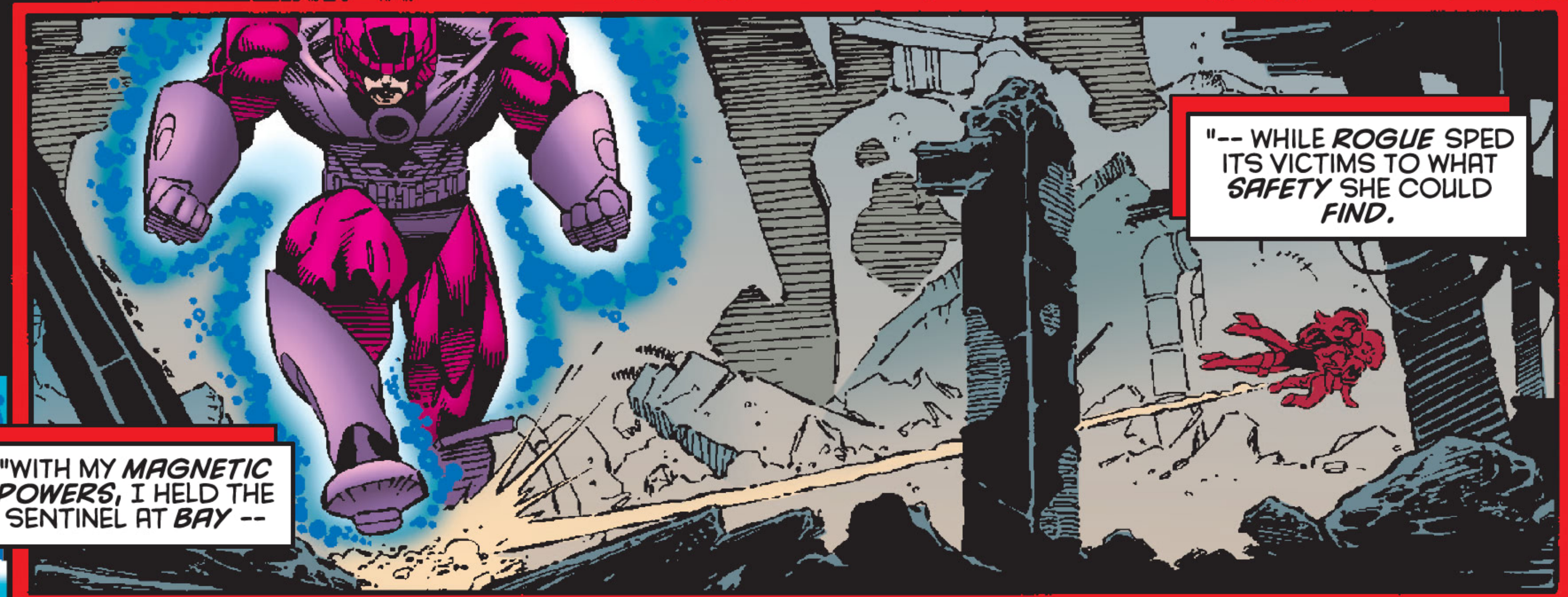
"... IGNORING THE CRIES
FOR MERCY OF THE
INNOCENTS IN HIS PATH."



"BEEN THERE.
GO ON..."

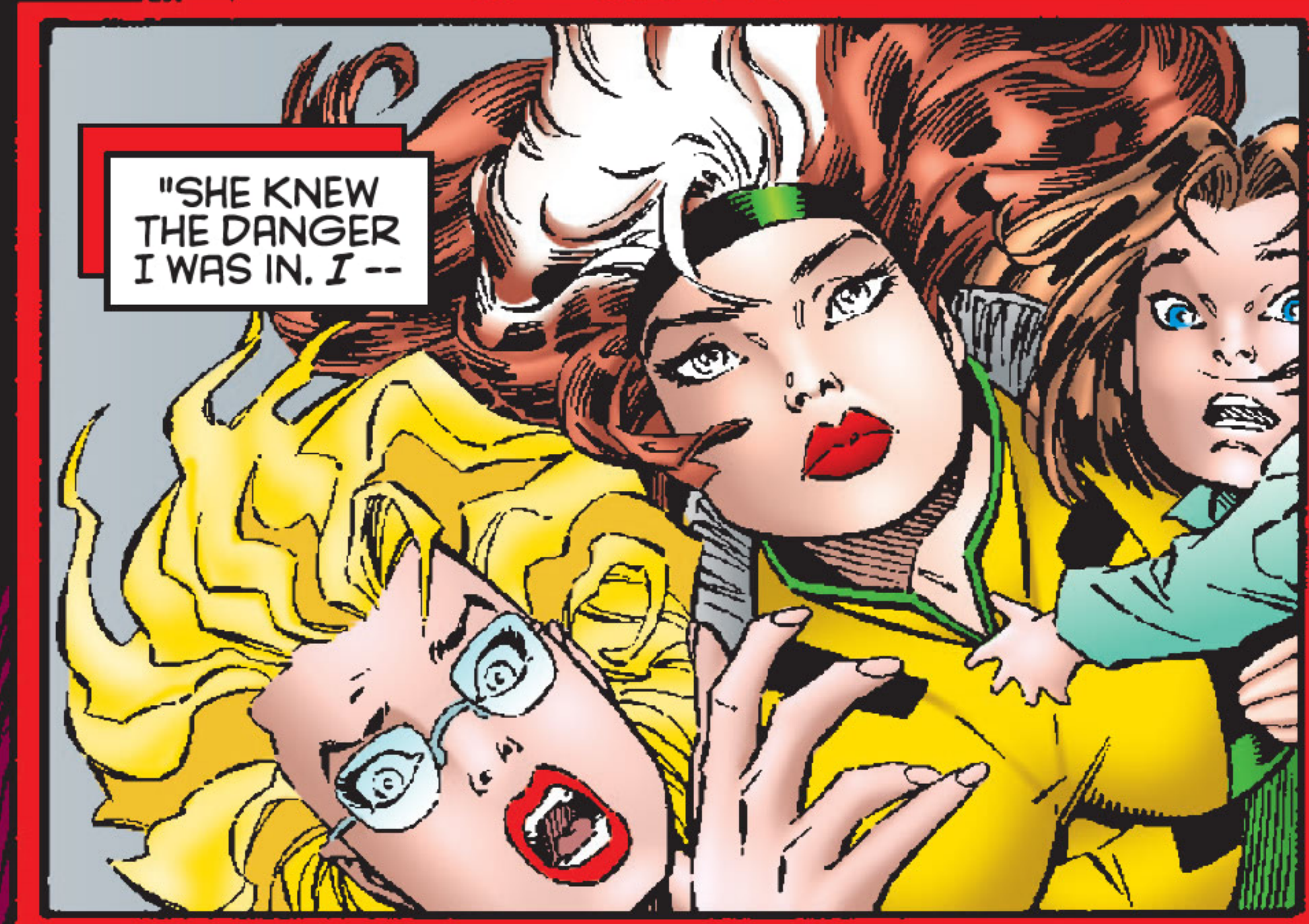


"WE HAD ONLY SECONDS TO ACT."



"WITH MY MAGNETIC POWERS, I HELD THE SENTINEL AT BAY --

"-- WHILE ROGUE SPED ITS VICTIMS TO WHAT SAFETY SHE COULD FIND."



"SHE KNEW THE DANGER I WAS IN. I --

"... DID NOT."

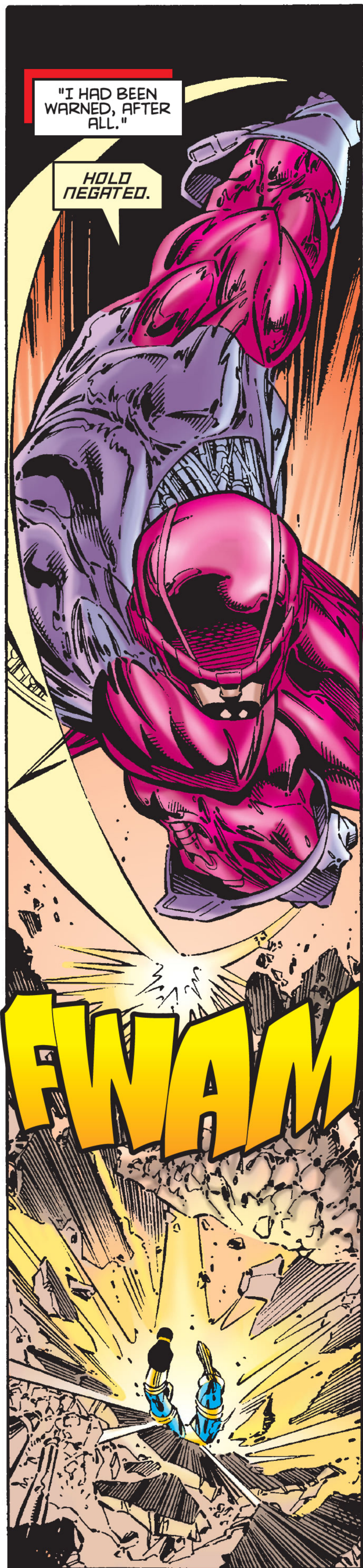
MUTANT DESIGNATE: MAGNETO.
CLASSIFICATION: OMEGA-LEVEL THREAT.
EXTREME SANCTION APPROVED.

NOT BY ME.

STAN LEE PRESENTS:
THE BEGINNING OF THE END

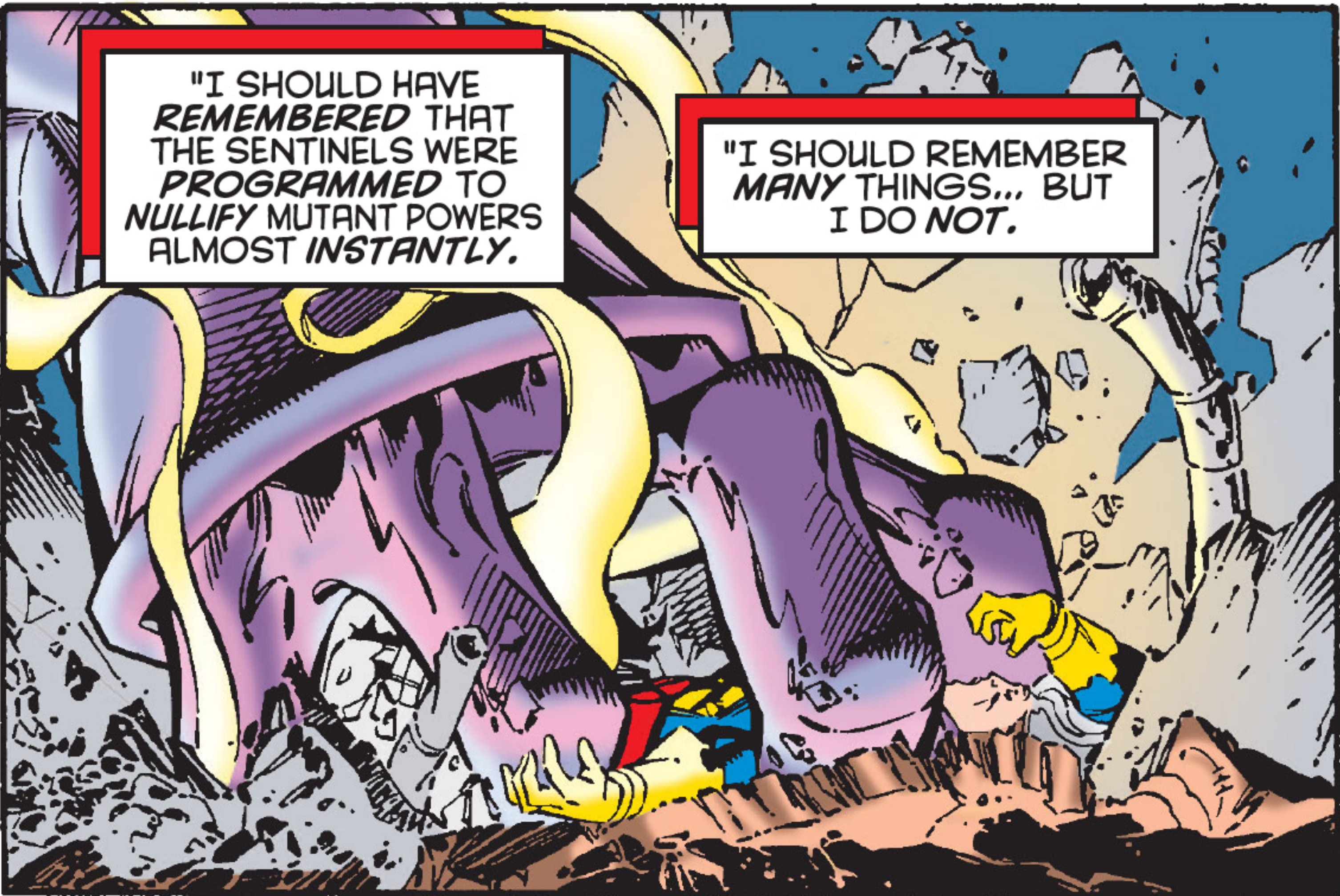
TWILIGHT OF THE GODS

SCOTT LOBDELL PLOT	MARK WAID DIALOGUE	ANDY KUBERT PENCILS	ART THIBERT INKS
RICHARD STARKINGS AND COMICRAFT LETTERS	JOE ROSAS COLORS	MALIBU ENHANCEMENT EDITOR AND CHIEF	



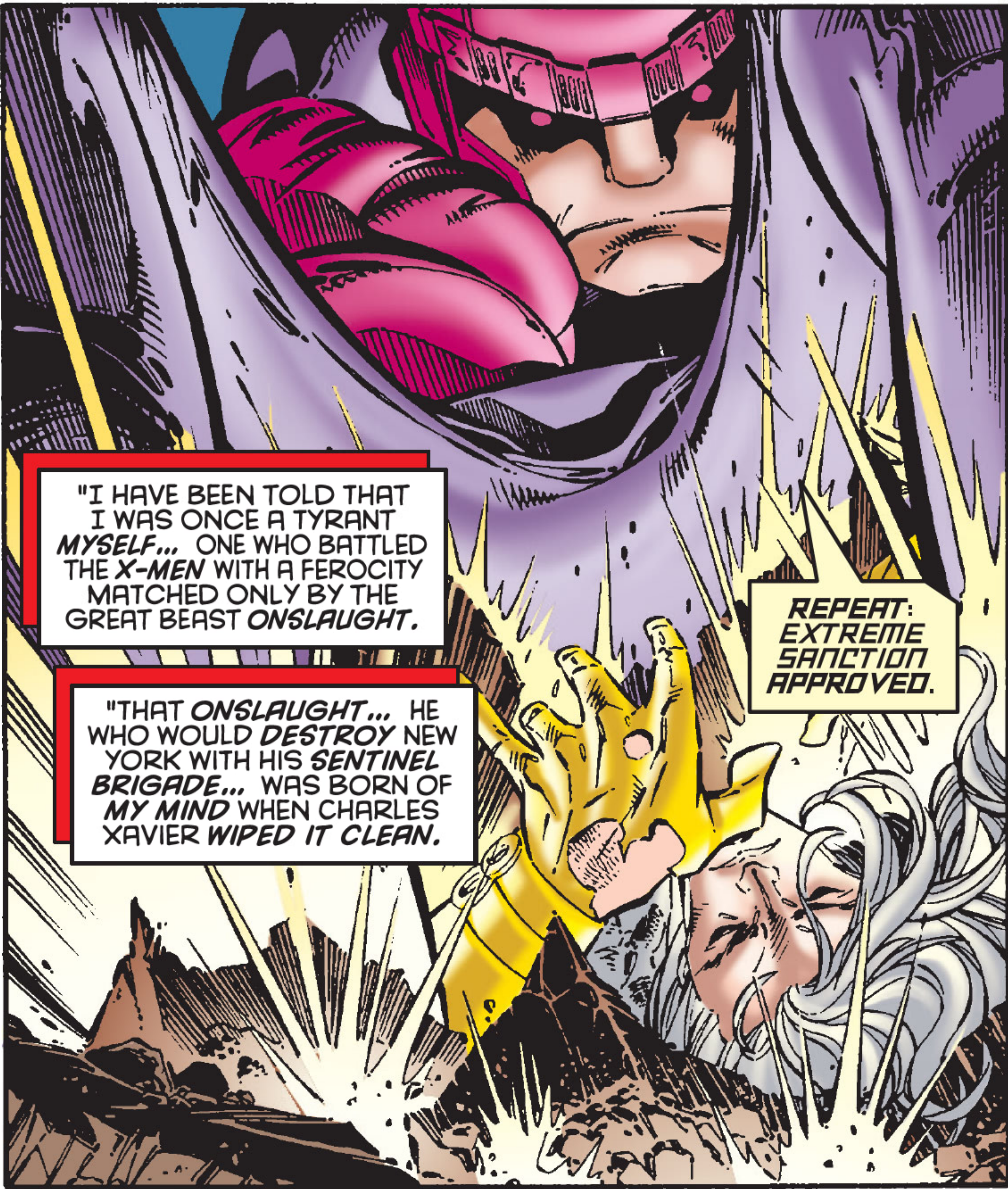
"I HAD BEEN WARNED, AFTER ALL."

HOLD NEGATED.



"I SHOULD HAVE REMEMBERED THAT THE SENTINELS WERE PROGRAMMED TO NULLIFY MUTANT POWERS ALMOST INSTANTLY."

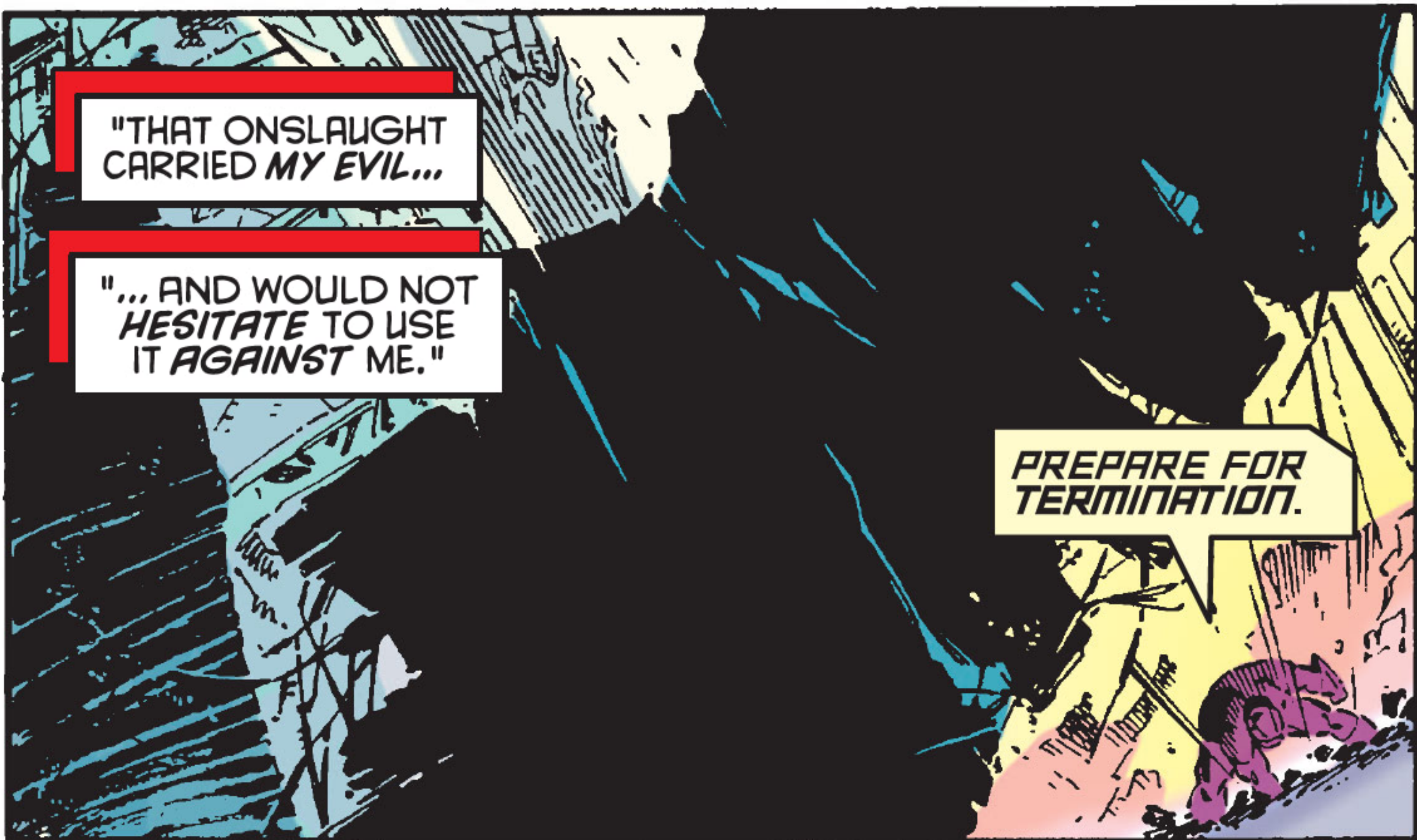
"I SHOULD REMEMBER MANY THINGS... BUT I DO NOT."



"I HAVE BEEN TOLD THAT I WAS ONCE A TYRANT MYSELF... ONE WHO BATTLED THE X-MEN WITH A FEROCITY MATCHED ONLY BY THE GREAT BEAST ONSLAUGHT."

"THAT ONSLAUGHT... HE WHO WOULD DESTROY NEW YORK WITH HIS SENTINEL BRIGADE... WAS BORN OF MY MIND WHEN CHARLES XAVIER WIPED IT CLEAN."

REPEAT: EXTREME SANCTION APPROVED.



"THAT ONSLAUGHT CARRIED MY EVIL..."

"... AND WOULD NOT HESITATE TO USE IT AGAINST ME."

PREPARE FOR TERMINATION.

ENGAGING
LASERZZTTK --

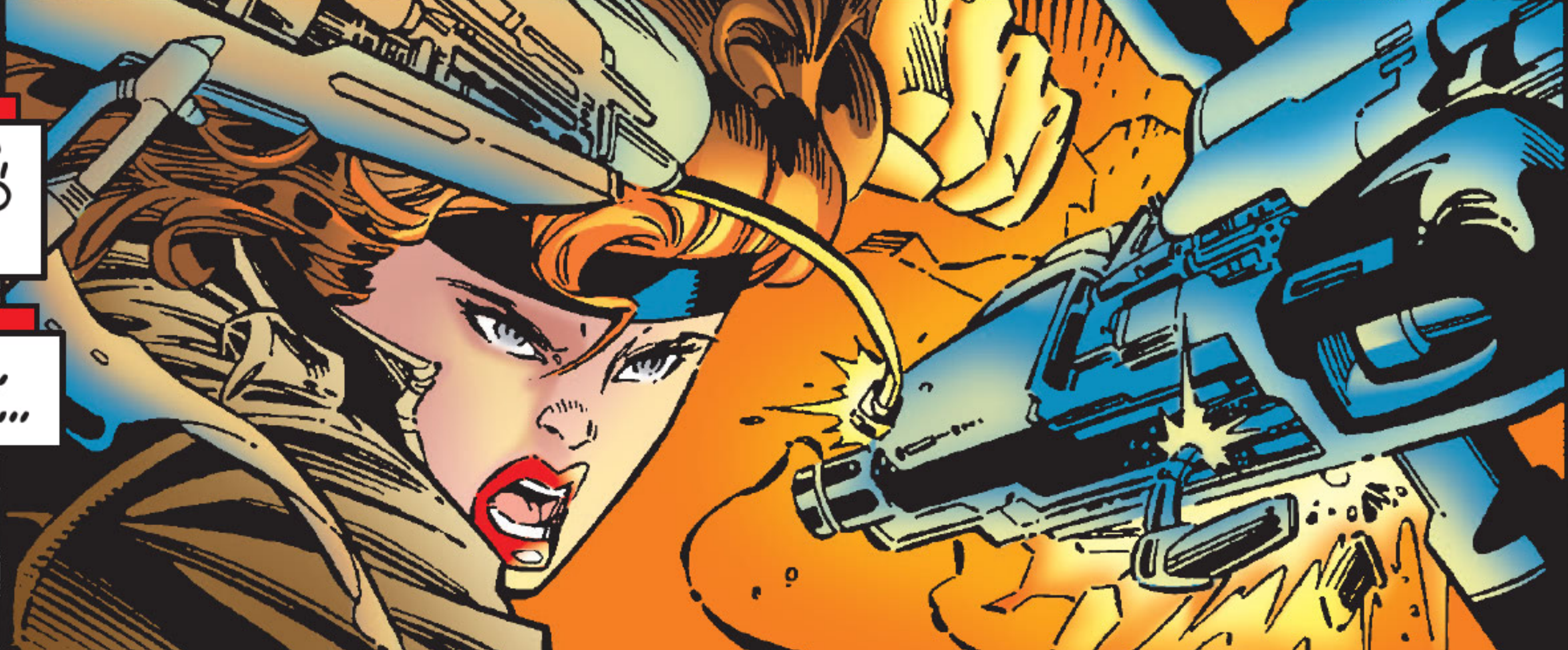
-- KZIIEEEEEE!

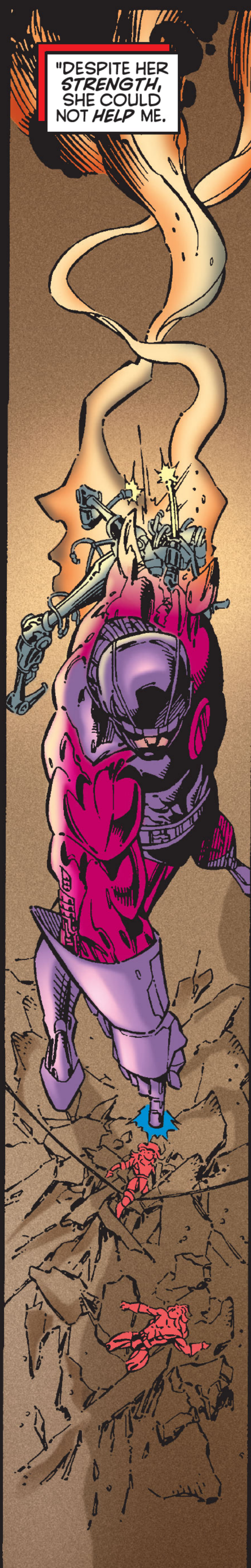
LEAVE
HIM
ALONE!

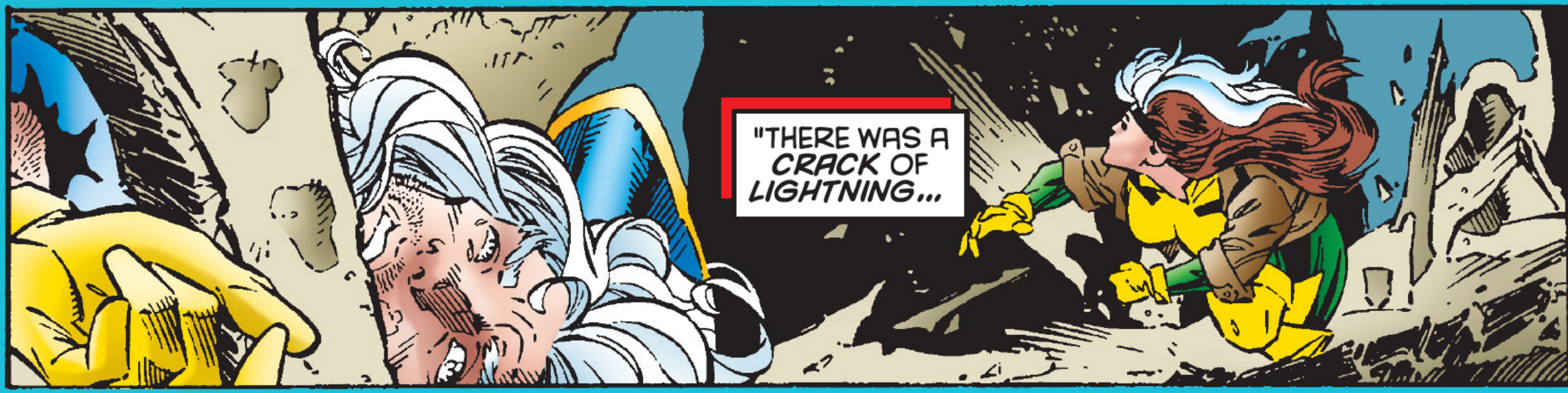
"DESPITE MY *PAST TRANSGRESSIONS*,
HOWEVER, THERE IS STILL ONE WHO
BELIEVES IN MY FUTURE.

"WHAT WE *SHARE* IS ENIGMATIC...
EXCITING, YET NEW AND TENTATIVE..."

"... AND, AS I KNOW
ALL TOO WELL..."







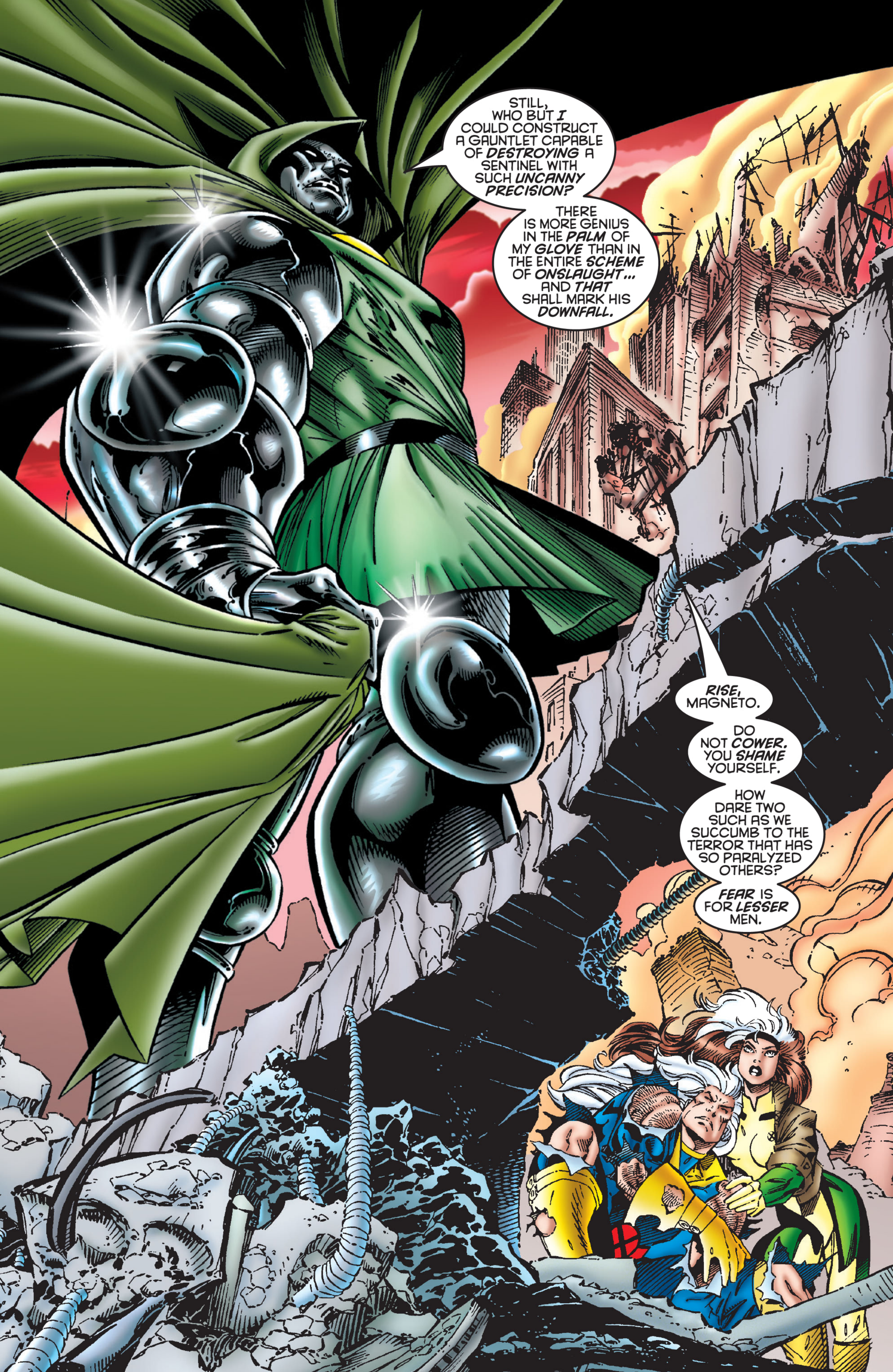
"THERE WAS A
CRACK OF
LIGHTNING..."

"... A JARRING
EXPLOSION..."



"... AND A VOICE MORE
THUNDEROUS THAN
EITHER."

SUCH A CRUDE
INSTRUMENT.

A dramatic comic book illustration of Magneto standing on a rooftop amidst a city in flames. He is wearing his iconic green cape and silver armor, with his gauntlets glowing. In the background, a city skyline is visible under a fiery, orange and red sky. At the bottom of the frame, a group of mutants, including Wolverine and Storm, are shown in a state of panic and distress.

STILL,
WHO BUT *I*
COULD CONSTRUCT
A GAUNTLET CAPABLE
OF *DESTROYING* A
SENTINEL WITH
SUCH *UNCANNY*
PRECISION?

THERE
IS MORE GENIUS
IN THE *PALM* OF
MY *GLOVE* THAN IN
THE ENTIRE *SCHEME*
OF *ONSLAUGHT*...
AND *THAT*
SHALL MARK HIS
DOWNFALL.

RISE,
MAGNETO.

DO
NOT *COWER*.
YOU *SHAME*
YOURSELF.

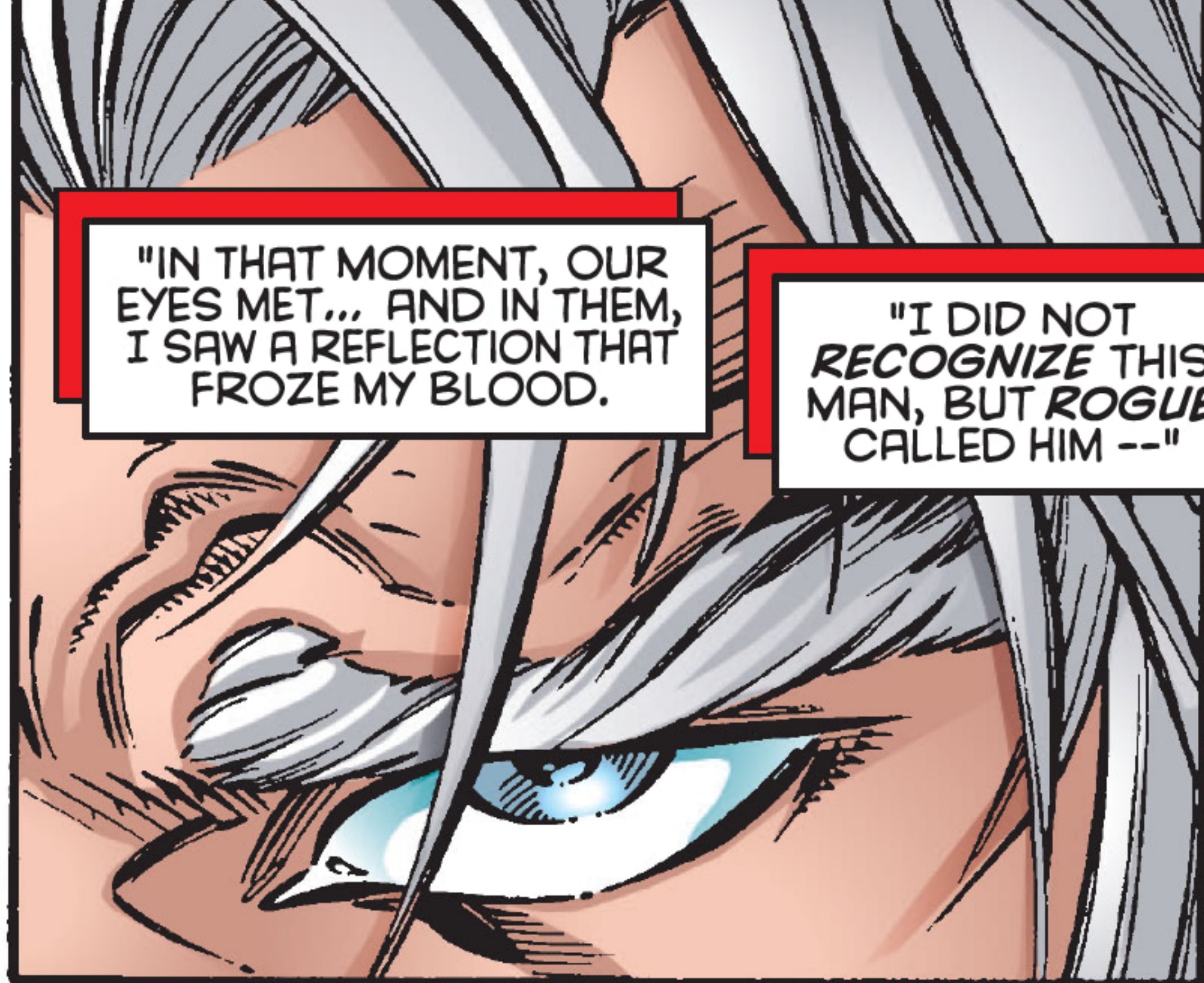
HOW
DARE TWO
SUCH AS WE
SUCCUMB TO THE
TERROR THAT HAS
SO PARALYZED
OTHERS?

FEAR IS
FOR *LESSER*
MEN.



AH, BUT OF *COURSE*. I UNDERSTAND YOU ARE NO LONGER... *YOURSELF*. A *PITY*.

SO *MUCH* COULD WE HAVE *CONQUERED* TOGETHER... SO *LITTLE* COULD HAVE STOOD *BEFORE* US. *ALAS*...



"IN THAT MOMENT, OUR EYES MET... AND IN THEM, I SAW A REFLECTION THAT FROZE MY BLOOD."

"I DID NOT *RECOGNIZE* THIS MAN, BUT *ROGUE* CALLED HIM --"

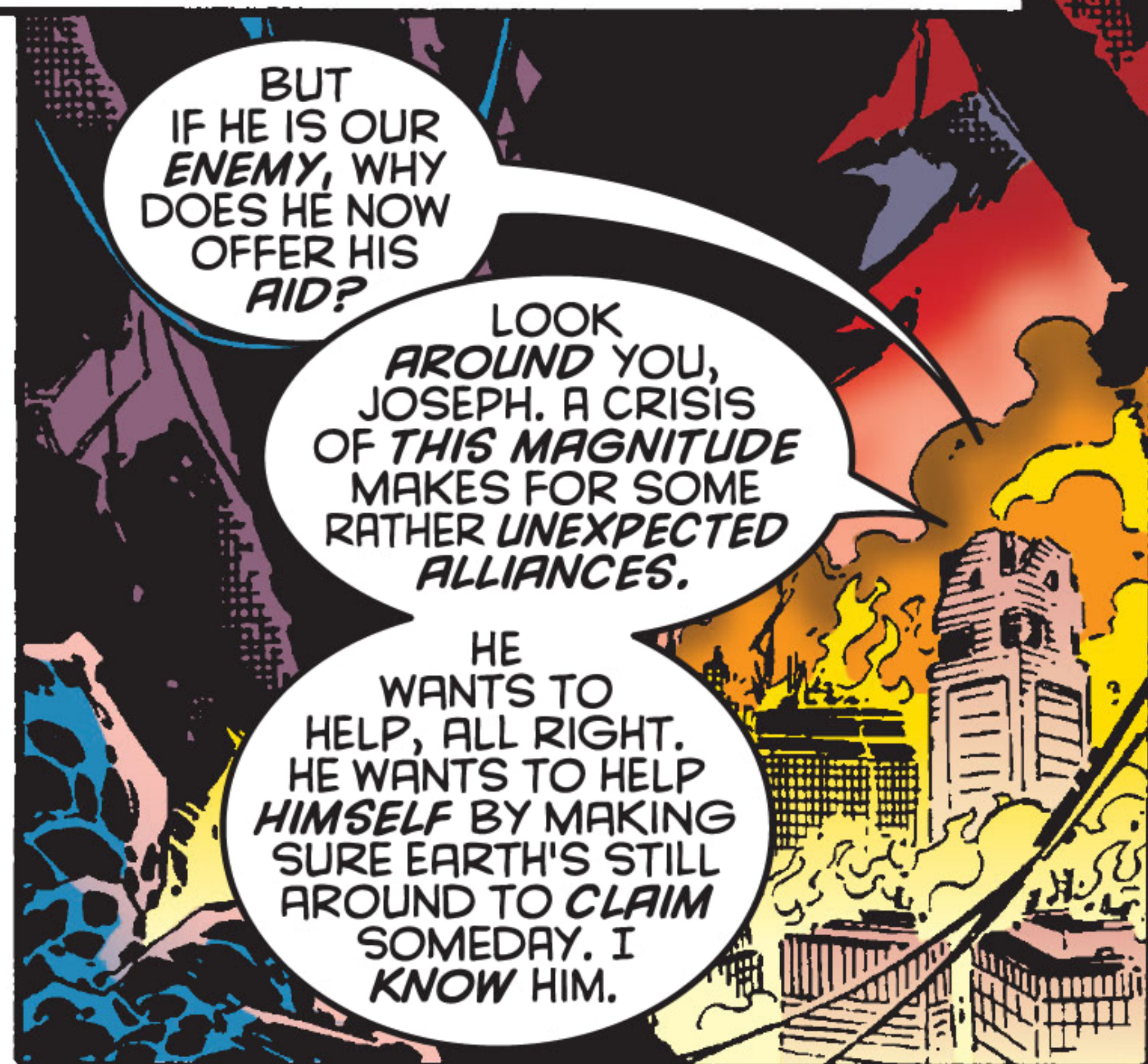


DOOM?

YES. HOW DID YOU --?

FRANKLY, THE ENTRANCE LINE *ALONE* TOLD ME *THAT* MUCH. I'M NOT SURPRISED HE SOUGHT YOU *OUT*.

I'M ONLY SORRY I WASN'T THERE TO *SAVOR* HIS *DISAPPOINTMENT* WHEN HE SAW FOR *HIMSELF* HOW YOU HAD *CHANGED*.



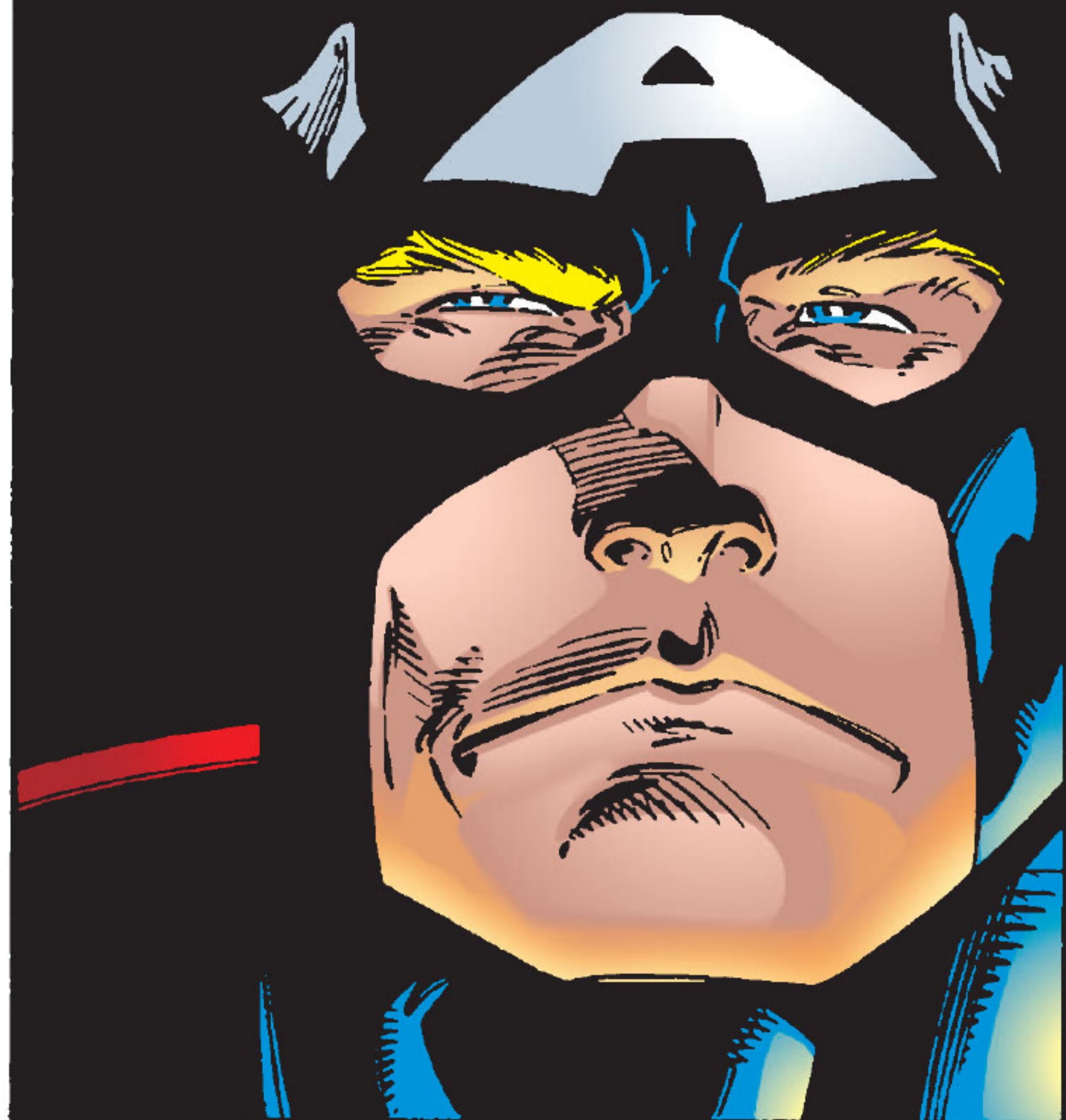
BUT IF HE IS OUR *ENEMY*, WHY DOES HE NOW OFFER HIS *AID*?

LOOK *AROUND* YOU, JOSEPH. A CRISIS OF *THIS MAGNITUDE* MAKES FOR SOME RATHER *UNEXPECTED ALLIANCES*.

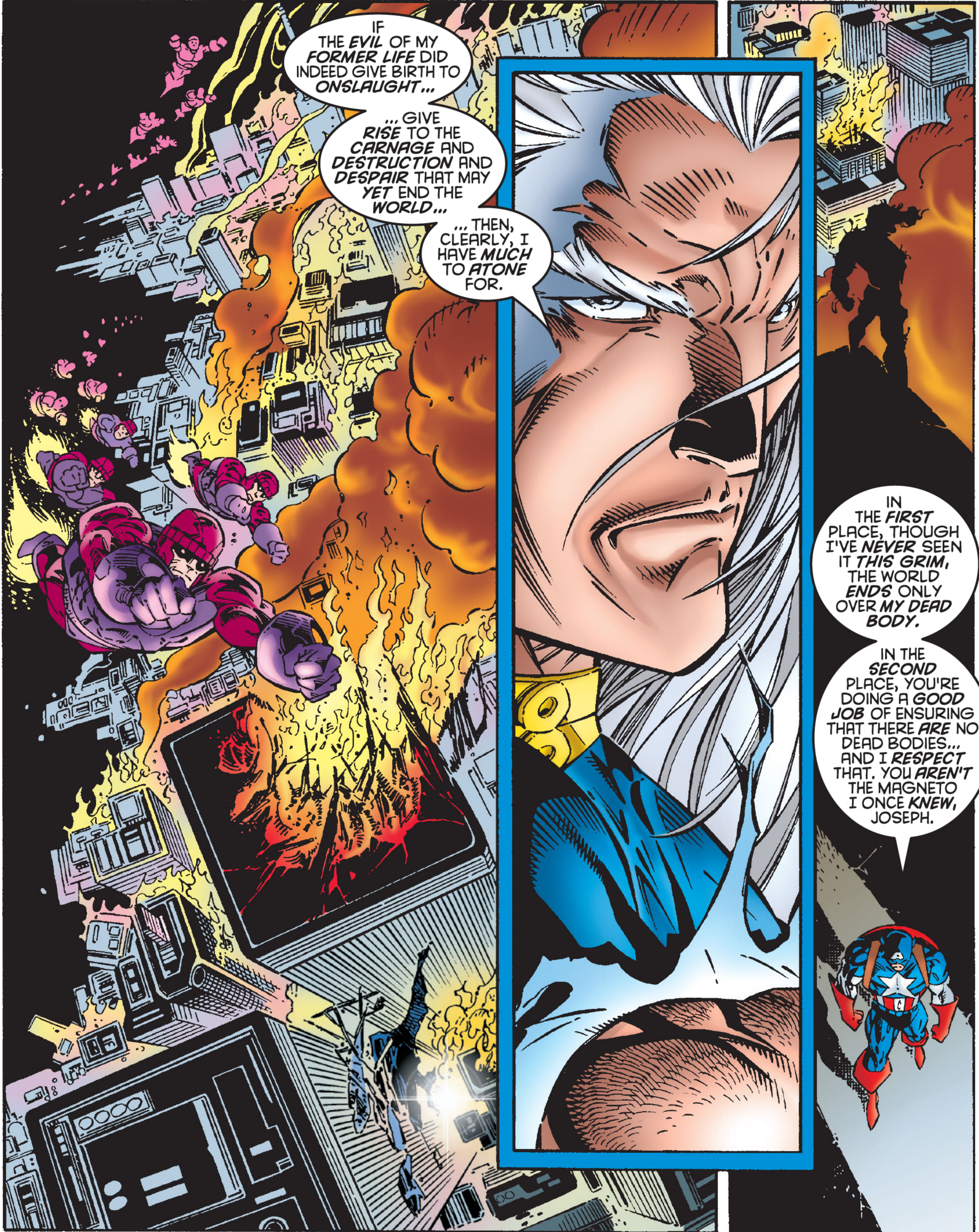
HE WANTS TO HELP, ALL RIGHT. HE WANTS TO HELP *HIMSELF* BY MAKING SURE EARTH'S STILL AROUND TO *CLAIM* SOMEDAY. I *KNOW* HIM.

AS *CAPTAIN AMERICA*, I'VE LOCKED HORNS WITH DOOM MORE OFTEN THAN YOU CAN *IMAGINE*.

HE HAS, AT TIMES, BEEN MANKIND'S *GREATEST FOE*.



AS, APPARENTLY... HAVE I.



IF
THE EVIL OF MY
FORMER LIFE DID
INDEED GIVE BIRTH TO
ONSLAUGHT...

... GIVE
RISE TO THE
CARNAGE AND
DESTRUCTION AND
DESPAIR THAT MAY
YET END THE
WORLD...

... THEN,
CLEARLY, I
HAVE MUCH
TO ATONE
FOR.

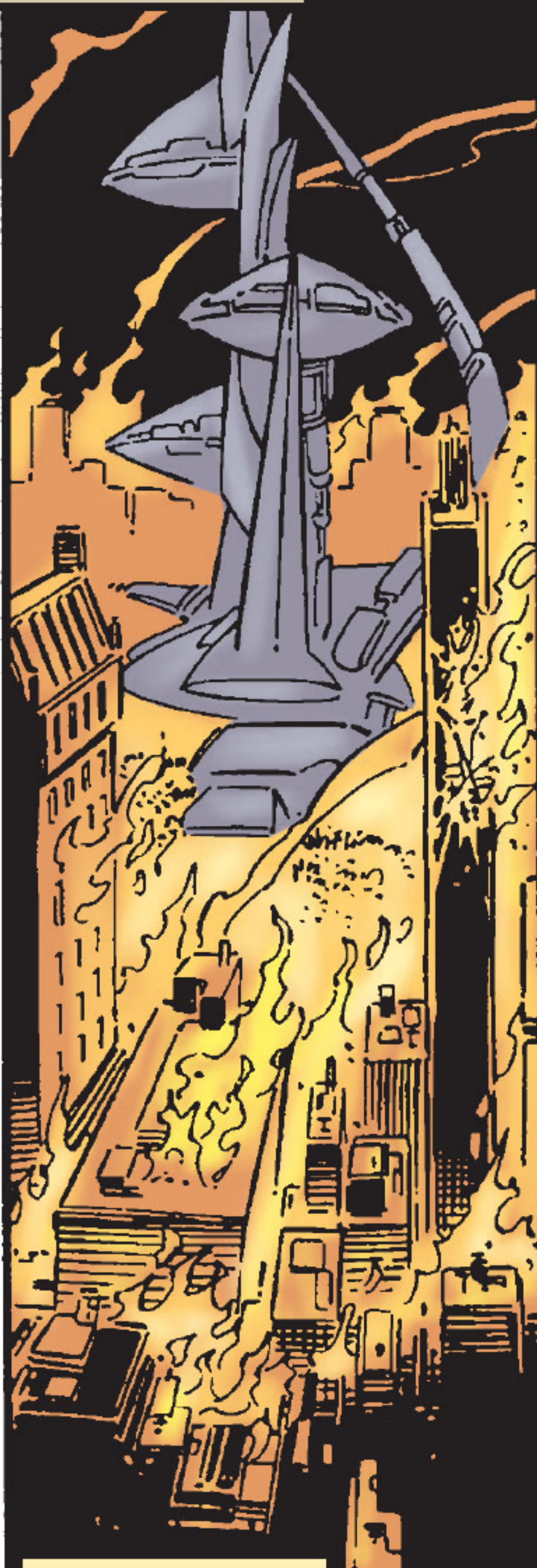
IN
THE *FIRST*
PLACE, THOUGH
I'VE NEVER SEEN
IT *THIS GRIM*,
THE WORLD
ENDS ONLY
OVER MY DEAD
BODY.

IN THE
SECOND
PLACE, YOU'RE
DOING A *GOOD*
JOB OF ENSURING
THAT THERE ARE NO
DEAD BODIES...
AND I *RESPECT*
THAT. YOU *AREN'T*
THE MAGNETO
I ONCE *KNEW*,
JOSEPH.

BUT
IF YOU STILL
FEEL THE NEED TO
CONFESS YOUR
SINS...

... I'M
NOT THE ONE
YOU HAVE TO
MAKE *PEACE*
WITH...

 CENTRAL PARK.



OR, RATHER,
WHAT'S LEFT
OF IT.

ONLY HOURS AGO,
IN A NOVA-FLASH
OF LIGHT, A VAST
CITADEL SWALLOWED
THE HEART OF
MANHATTAN...

... A CASTLE GUARDED
BY A PSIONIC SHIELD
THAT EARTH'S HEROES
CANNOT YET BREACH.

WITHIN IT'S WALLS
LOOMS A CREATURE
BORN OF ALL THE
HATE AND ANGER
BURIED IN THE SOUL
OF MAGNETO...

... AND GIVEN FORM
BY THE FOOLISHNESS
OF CHARLES XAVIER...
WHO, IN ONE SECOND
OF FOLLY, ACCIDENTALLY
ALLOWED THAT ANGER
INTO HIS OWN SOUL,
WHERE IT BLOSSOMED.

THIS CHILD OF RAGE
NOW EXISTS AS THE
SYNTHESIS OF BOTH
MEN... THEIR POWERS
AND THEIR PASSIONS.

HE IS
ONSLAUGHT
AND, AT THIS
MOMENT...

... HE IS THE
MIGHTIEST
CREATURE
ON EARTH.

THANKS TO THE RESISTANCE
OF HIS FIRST CAPTIVE -- THE
REALITY-ALTERING FRANKLIN
RICHARDS -- ONSLAUGHT'S
EVER-CHANGING BODY WAVERS
IN MID-TRANSFORMATION.

IT IS A PROBLEM
HIS SECOND CAPTIVE
MAY CORRECT...

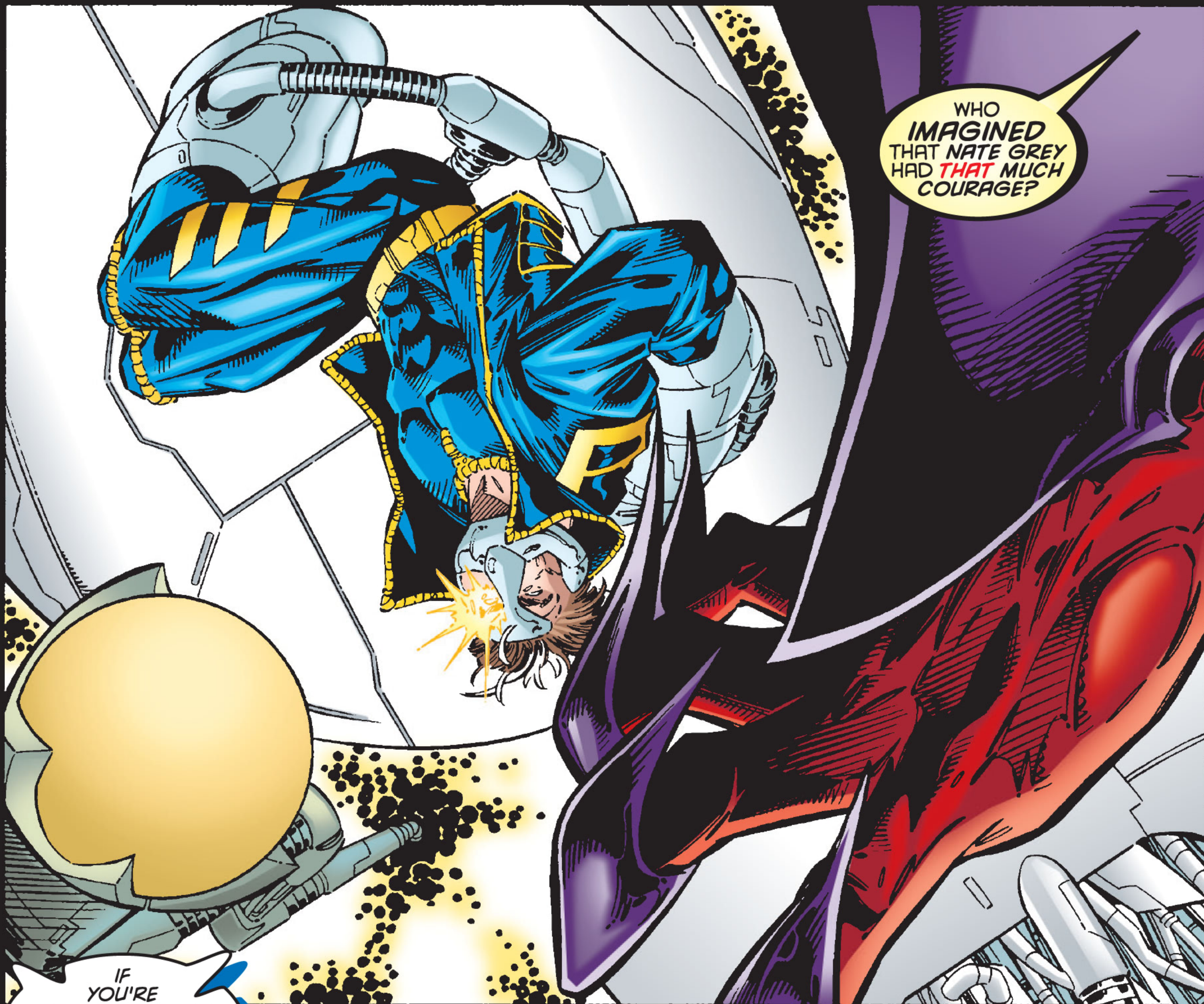


I
APPLAUD YOU,
STRIPLING.

YOU HAVE
RESISTED MY EVERY
TORMENT...

... MY EVERY
TORTURE...

... MY EVERY
ATTEMPT TO ADD
YOUR POWER TO
MY OWN.



WHO
IMAGINED
THAT NATE GREY
HAD **THAT** MUCH
COURAGE?

IF
YOU'RE
TRYING TO BORE
ME INTO SUBMISSION,
THAT'S YOUR ONLY
REAL
SHOT.

YOU'VE
ALREADY
DONE YOUR WORST.
I'VE BEATEN EVERYONE
YOU'VE THROWN AT
ME SO
FAR.

YOU
SHOULD
HIRE BETTER
HELP.



PLEASE.

DESPITE
YOUR **BRAVADO**,
YOU BROADCAST
YOUR **FEAR** LIKE
A **WAVE**.

STILL,
PERHAPS YOU'RE
RIGHT. HOLOCAUST...
POST... HAVOK... THEY
AND THEIR LIKE ARE BUT
MINIONS. SERVILE
CREATURES
WITHOUT MUCH
CUNNING.



NEVERTHELESS...

... THEY
HAVE SERVED
THEIR
PURPOSE.

THEY

BROUGHT

ME

YOU.

EVEN
NOW, YOUR
PSIONIC POWER
CHARGES
ME... MAKES ME
STRONGER.

ONCE I TAP
DIRECTLY INTO YOUR
MIND AND LEARN YOUR
SECRETS,
THERE WILL BE NOTHING
I CANNOT
ACHIEVE.

I
UNDERSTAND
THAT YOU COME FROM A
WORLD LORDED OVER BY
MUTANTS.
YOU WILL **SHOW** ME
HOW THEY ACHIEVED
DOMINANCE.

YOU
SHOULD **THANK** ME
FOR THE ROLE I HAVE
GRANTED YOU,
NATHAN.

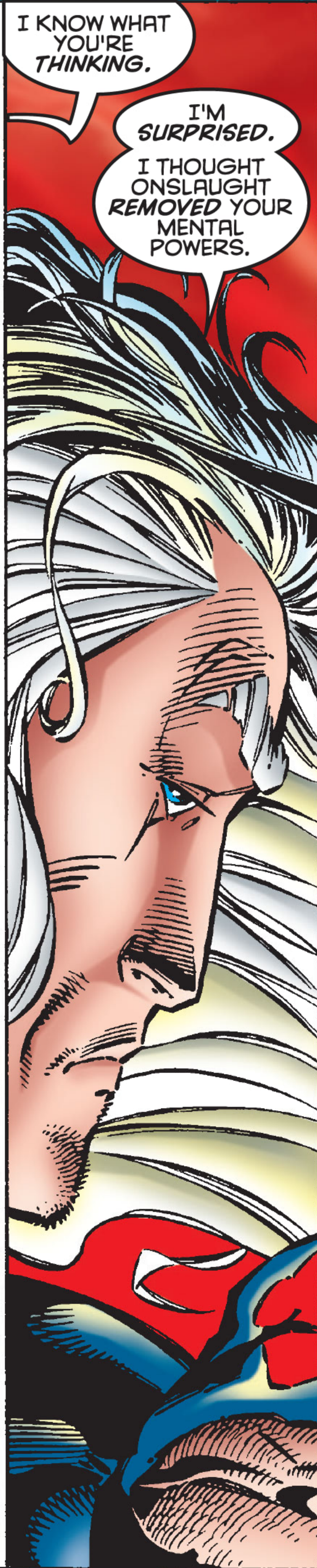
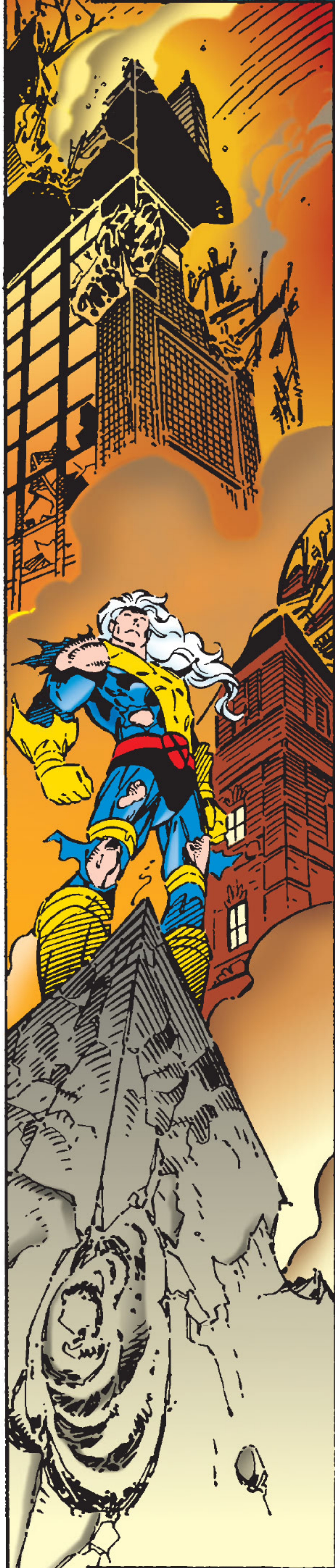
MUTANTS
HAVE LONG
SUFFERED AT
THE HANDS OF
FEARFUL, PETTY
HUMANS.

NOW
THEY MUST
PAY
FOR THEIR
CRIMES.

AFTER
TODAY THE
HOMO SUPERIOR
RACE WILL ACHIEVE
THEIR **RIGHTFUL**
SOVEREIGNTY
OVER THIS
MUDBALL...

... AND
YOU AND
YOUNG **FRANKLIN**
WILL FOREVERMORE BE
REMEMBERED
AS THE AVATARS OF
HUMANITY'S

DESTRUCTION...

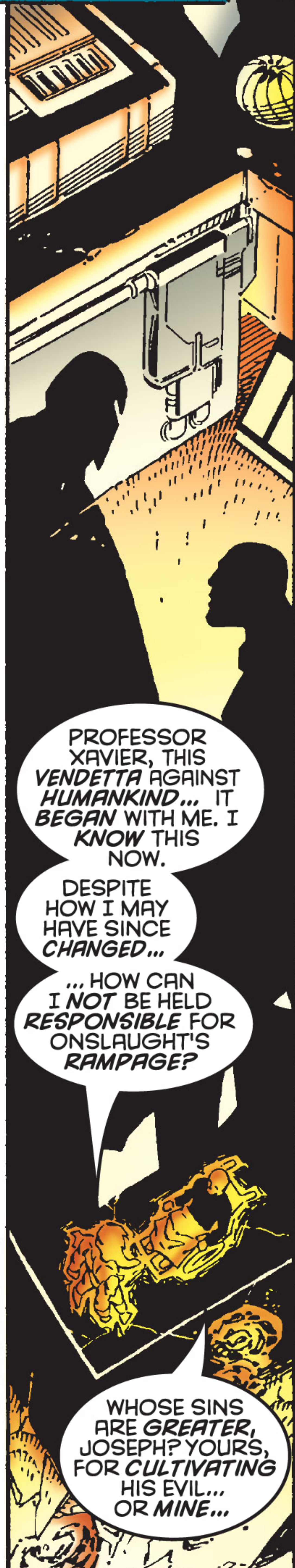


I KNOW WHAT YOU'RE THINKING.

I'M SURPRISED. I THOUGHT ONSLAUGHT REMOVED YOUR MENTAL POWERS.



I DON'T NEED THEM TO READ YOU. THIS ISN'T YOUR DOING.



PROFESSOR XAVIER, THIS VENDETTA AGAINST HUMANKIND... IT BEGAN WITH ME. I KNOW THIS NOW.

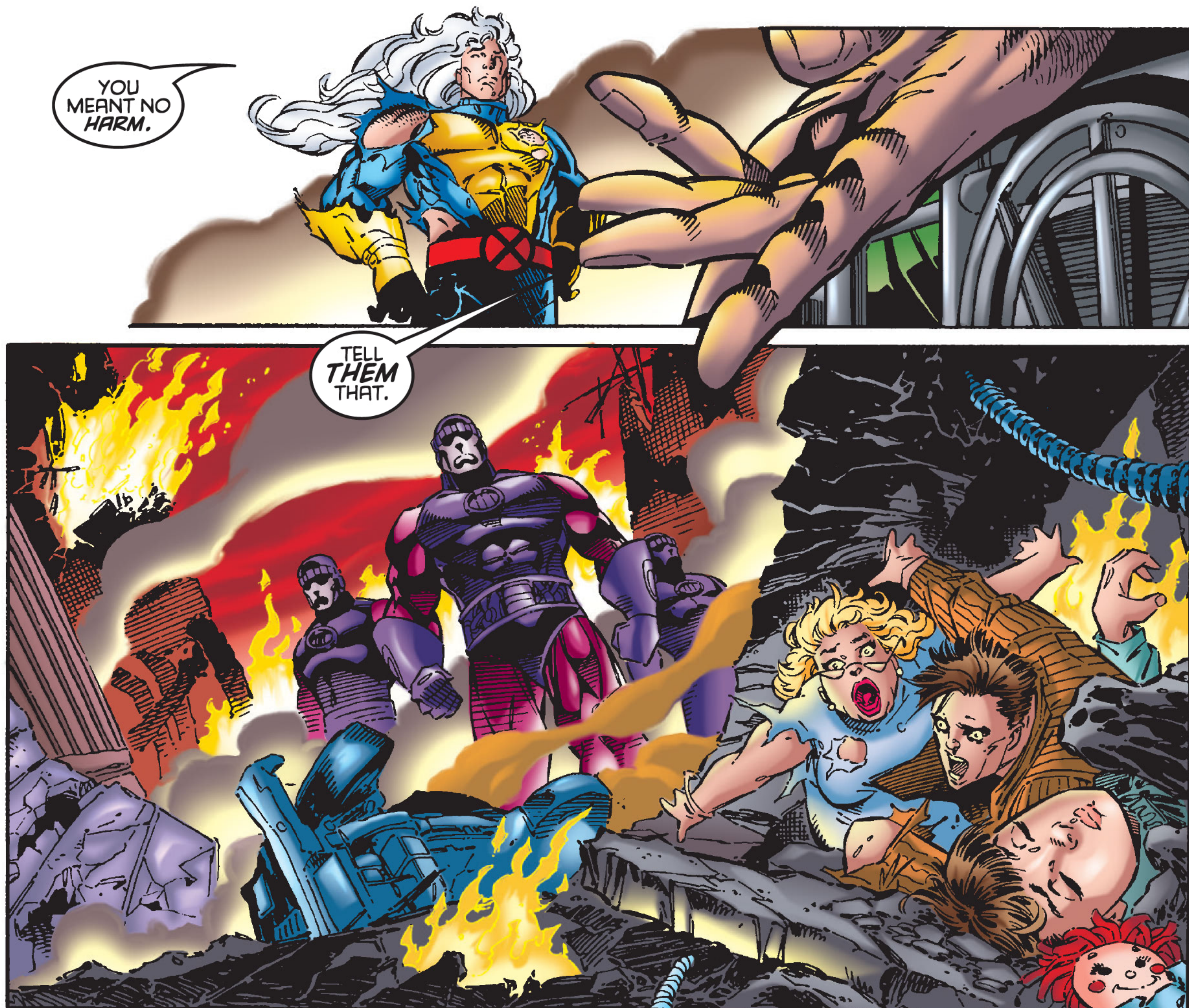
DESPITE HOW I MAY HAVE SINCE CHANGED...

... HOW CAN I NOT BE HELD RESPONSIBLE FOR ONSLAUGHT'S RAMPAGE?

WHOSE SINS ARE GREATER, JOSEPH? YOURS, FOR CULTIVATING HIS EVIL... OR MINE...



... FOR SETTING IT FREE?



YOU
MEANT NO
HARM.

TELL
THEM
THAT.



I SHUT
DOWN YOUR
MIND, JOSEPH.
THE SIN THAT LED
US HERE WAS
PRIDE.

AS
SOMEONE
WHO WAS ONCE
YOUR FRIEND, I
GENUINELY BELIEVED
THAT I HAD THE RIGHT
AND THE POWER TO
CONTROL YOUR
THOUGHTS.

INSTEAD...
THEY
CONTROLLED
ME.



THEN
ANSWER ME,
PROFESSOR.

THE
MOMENT YOU
SCANNED MY BRAIN,
YOU KNEW ME BETTER
THAN ANY MAN ALIVE.
ONCE AND FOR
ALL...

... WAS I
TRULY THE
MONSTER
SOME SAY
I WAS?





YOU WERE A MAN OF GREAT **STRENGTH** AND GREAT **WEAKNESS**.

AS A YOUTH, YOU SOMEHOW FOUND THE WILL TO **TRIUMPH** OVER HIDEOUS ACTS OF WANTON **GENOCIDE**.

MAN'S INHUMANITY TO MAN DID NOT **CLAIM** YOU...

... BUT IT **SCARRED** YOU **NONETHELESS**.

YOU WISHED TO **PROTECT** MUTANTS LIKE YOURSELF FROM THOSE WHO WOULD PREY UPON THEM.

IT WAS A **NOBLE DREAM**.

I KNOW IT **WELL**.

IN TIME, HOWEVER, YOUR METHODS TURNED **HARSH... FIERCE**. THE **ENDS** BEGAN JUSTIFYING THE **MEANS**. YOUR **WEAKNESS** FINALLY BECAME **APPARENT**.

YOU HAD **SUCCUMBED** TO YOUR **ANGER**.

SO THAT'S WHAT HAPPENED TO ME **BEFORE**. WILL IT HAPPEN **AGAIN**?



YOU'RE SEEING THE **ULTIMATE CONSEQUENCES UNFOLD**.

YOU TELL **ME**.

GO **BELOW**, JOSEPH.

THE **FINAL STRATEGY** IS BEING **PLANNED**. THE **HEROES** NEED YOU.

YOU'LL FIGHT **WITH** US?

IN A MANNER OF **SPEAKING**. I... HAVE DECIDED TO PLAY MY OWN **PART**.

GO.

 **NSLAUGHT'S
CITADEL.**

MEMORIES ARE
GOUGED FROM
NATE GREY'S
BRAIN. VISIONS
OF AN AGE OF
APOCALYPSE.

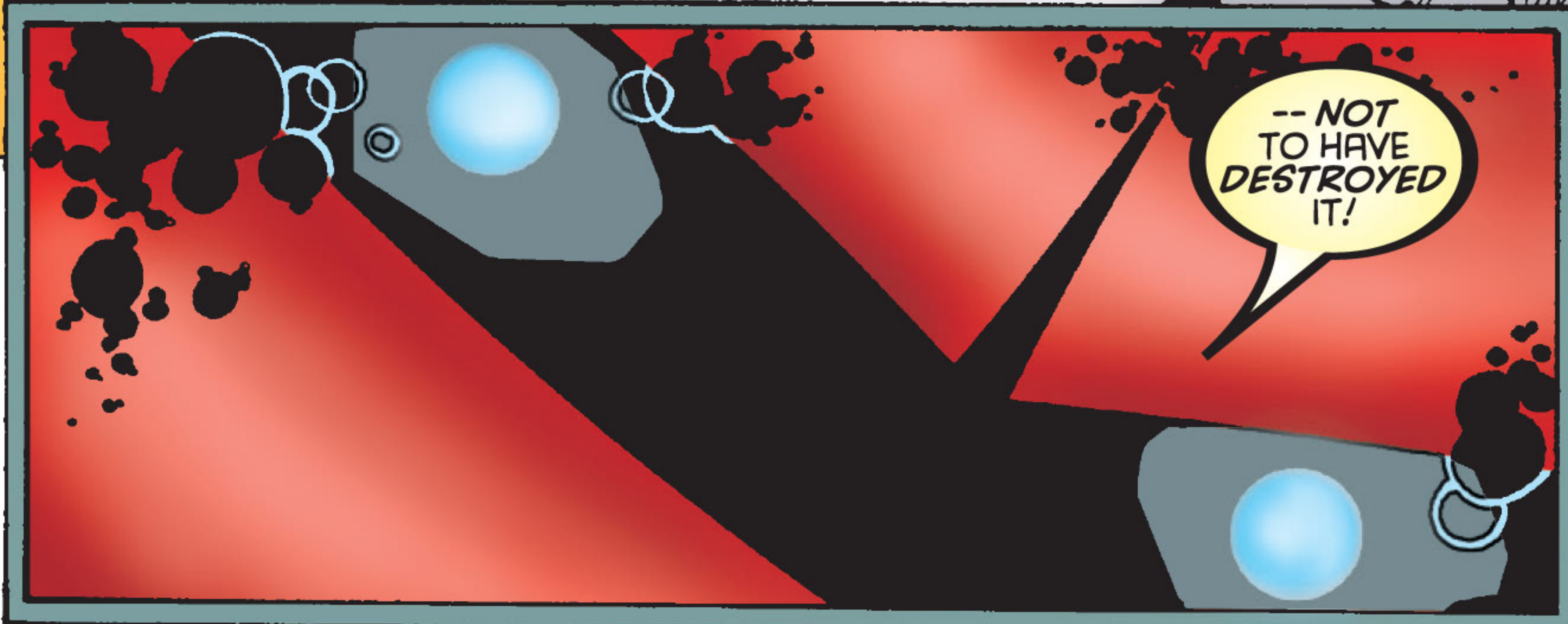
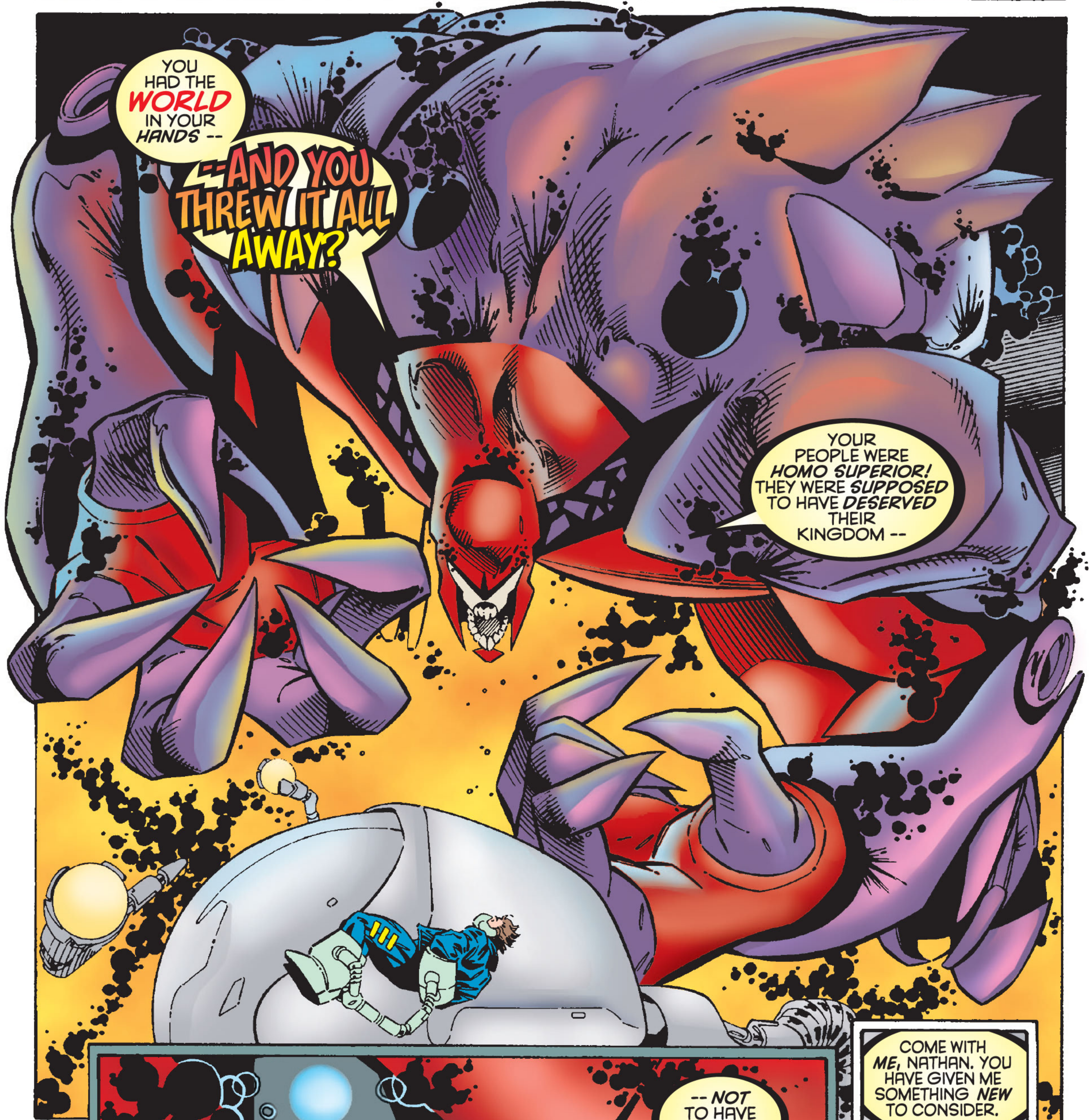
RECOLLECTIONS OF A
WORLD NOT OURS, BUT
HIS... AN ALTERNATE
EARTH THAT WAS ONCE
RULED BY MUTANTS.

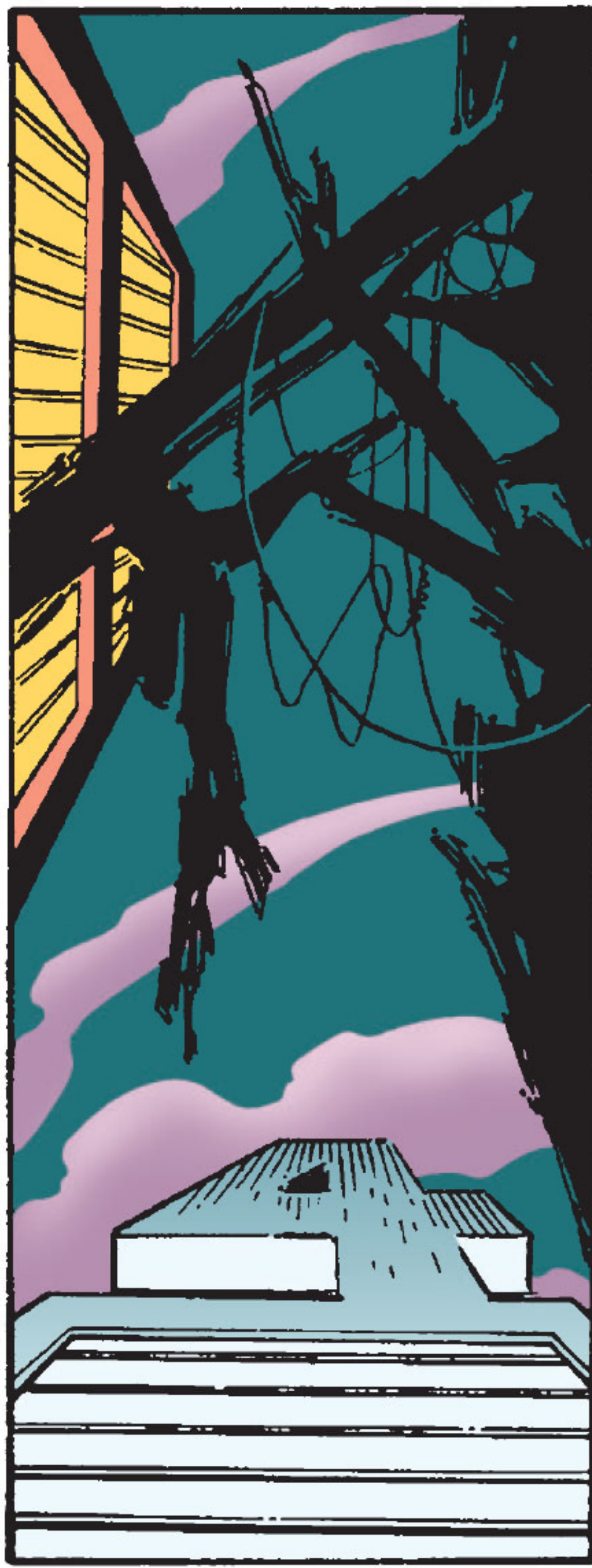
THAT WAS ONCE
OVERRUN BY THEIR
MIGHT AND THEIR
AMBITION.

THAT ONCE
EXISTED...

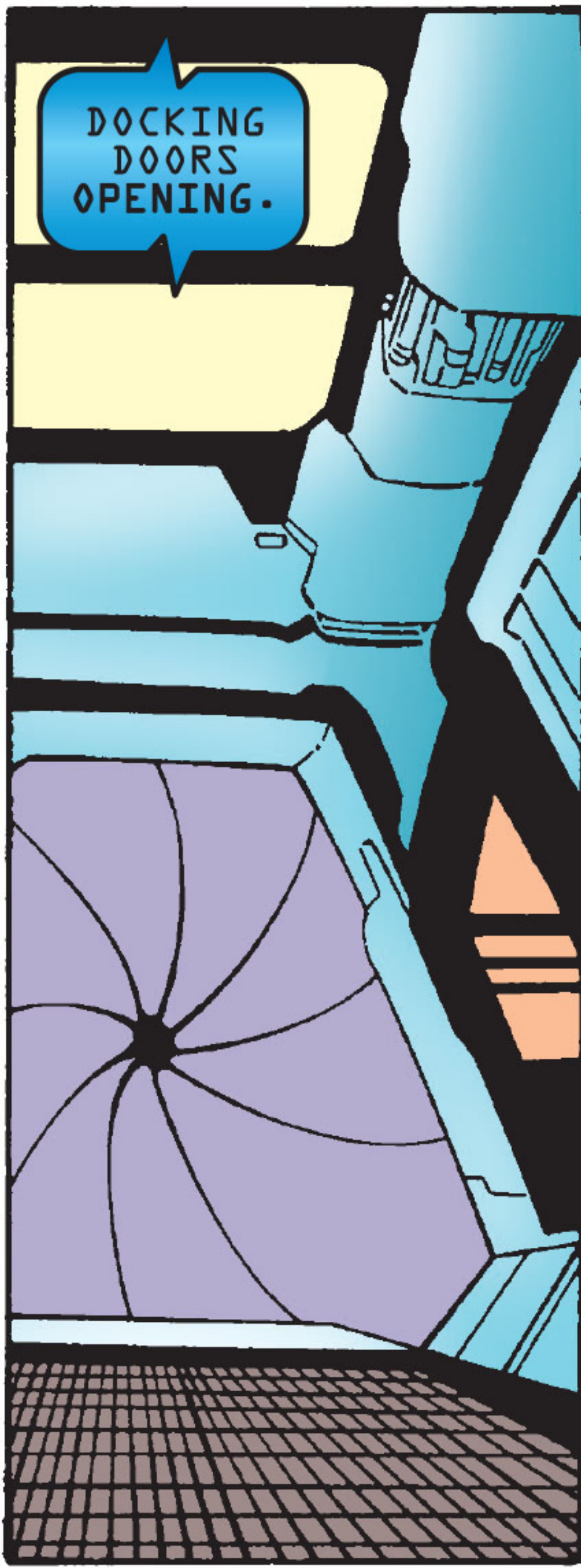
... BEFORE THEIR
WARRING NATURE
REDUCED IT TO
DUST AND EMBERS.







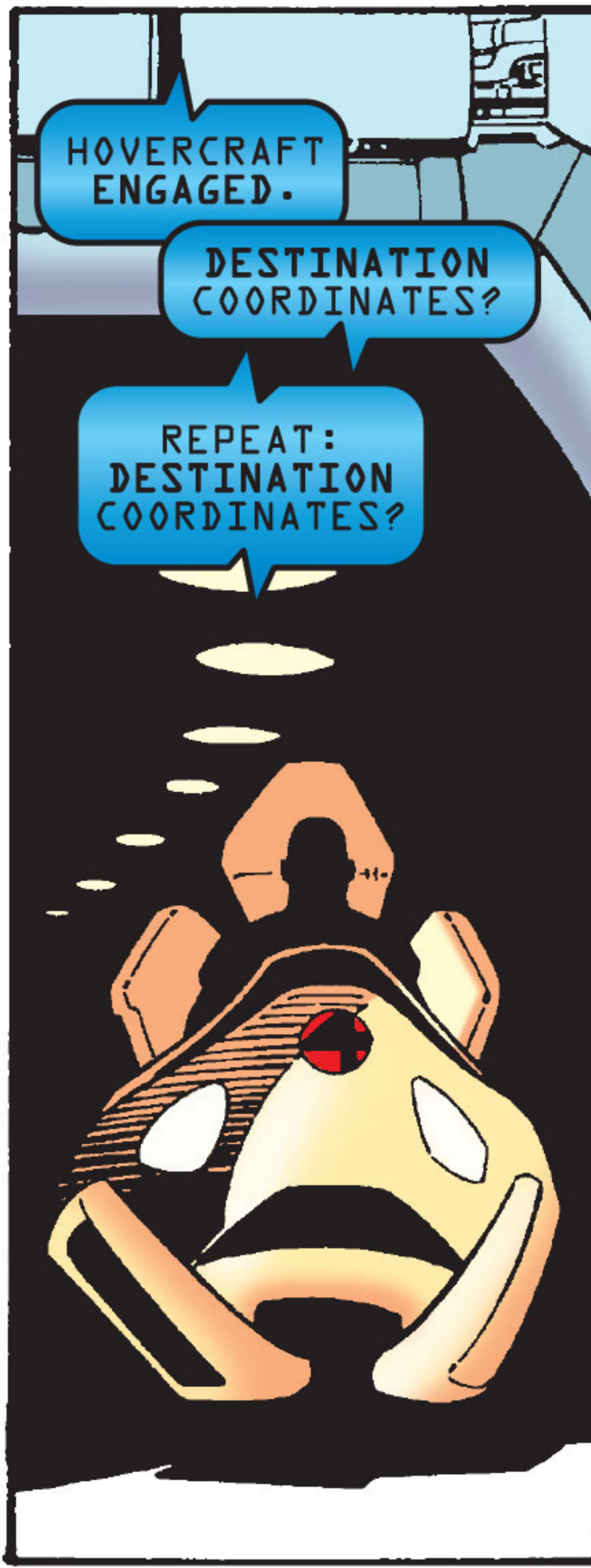
DOCKING
DOORS
OPENING.



HOVERCRAFT
ENGAGED.

DESTINATION
COORDINATES?

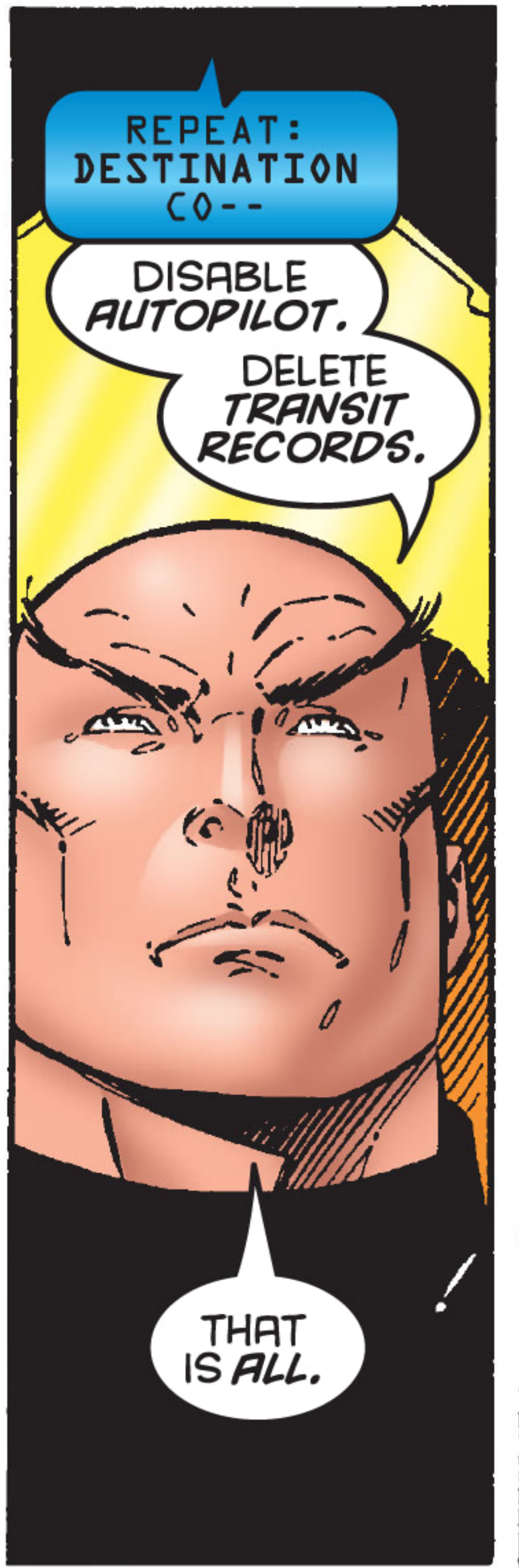
REPEAT:
DESTINATION
COORDINATES?



REPEAT:
DESTINATION
CO--

DISABLE
AUTOPILOT.
DELETE
TRANSIT
RECORDS.

THAT
IS ALL.



... NOW THAT IRON MAN'S
TEAM HAS COMPLETED
CONSTRUCTION ON THE
PSI-ARMOR WE NEED,
WE STAND A **FIGHTING**
CHANCE AGAINST
ONSLAUGHT'S
POWERS.

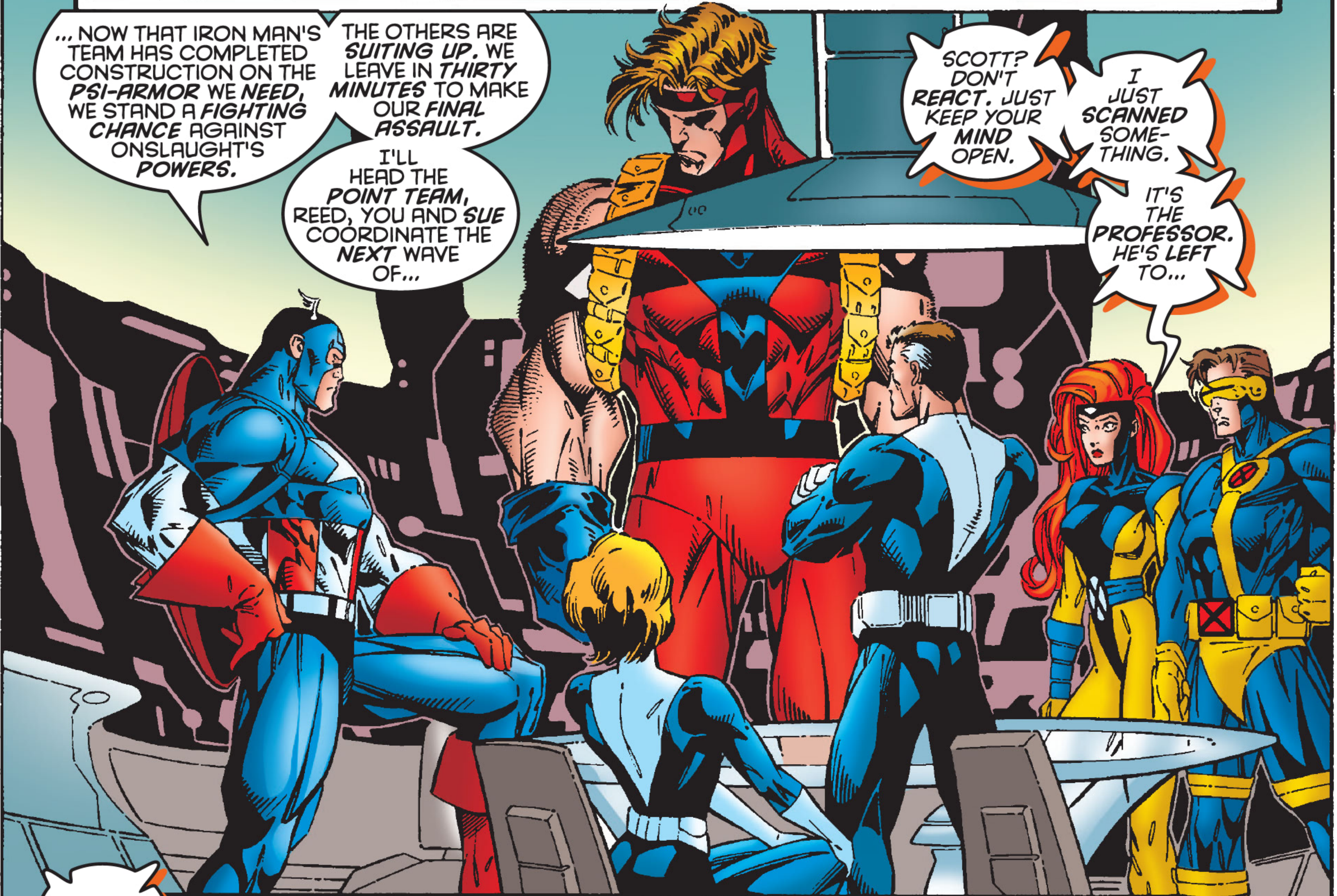
THE OTHERS ARE
SUITING UP. WE
LEAVE IN **THIRTY**
MINUTES TO MAKE
OUR **FINAL**
ASSAULT.

I'LL
HEAD THE
POINT TEAM,
REED, YOU AND **SUE**
COORDINATE THE
NEXT WAVE
OF...

SCOTT?
DON'T
REACT. JUST
KEEP YOUR
MIND
OPEN.

I
JUST
SCANNED
SOME-
THING.

IT'S
THE
PROFESSOR.
HE'S LEFT
TO...



... MY
GOD...

... TO
CONFRONT
ONSLAUGHT
ON HIS
OWN.

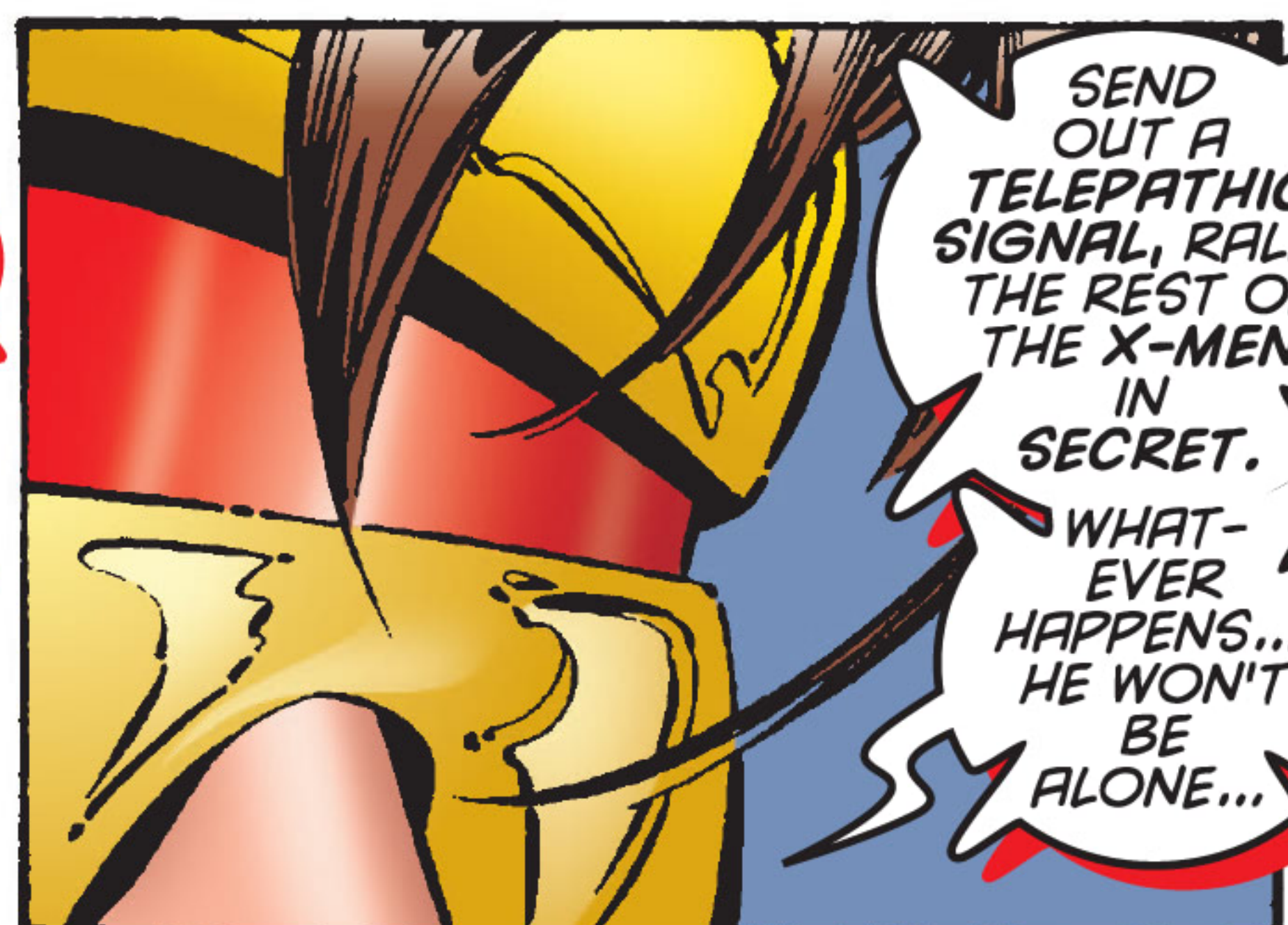
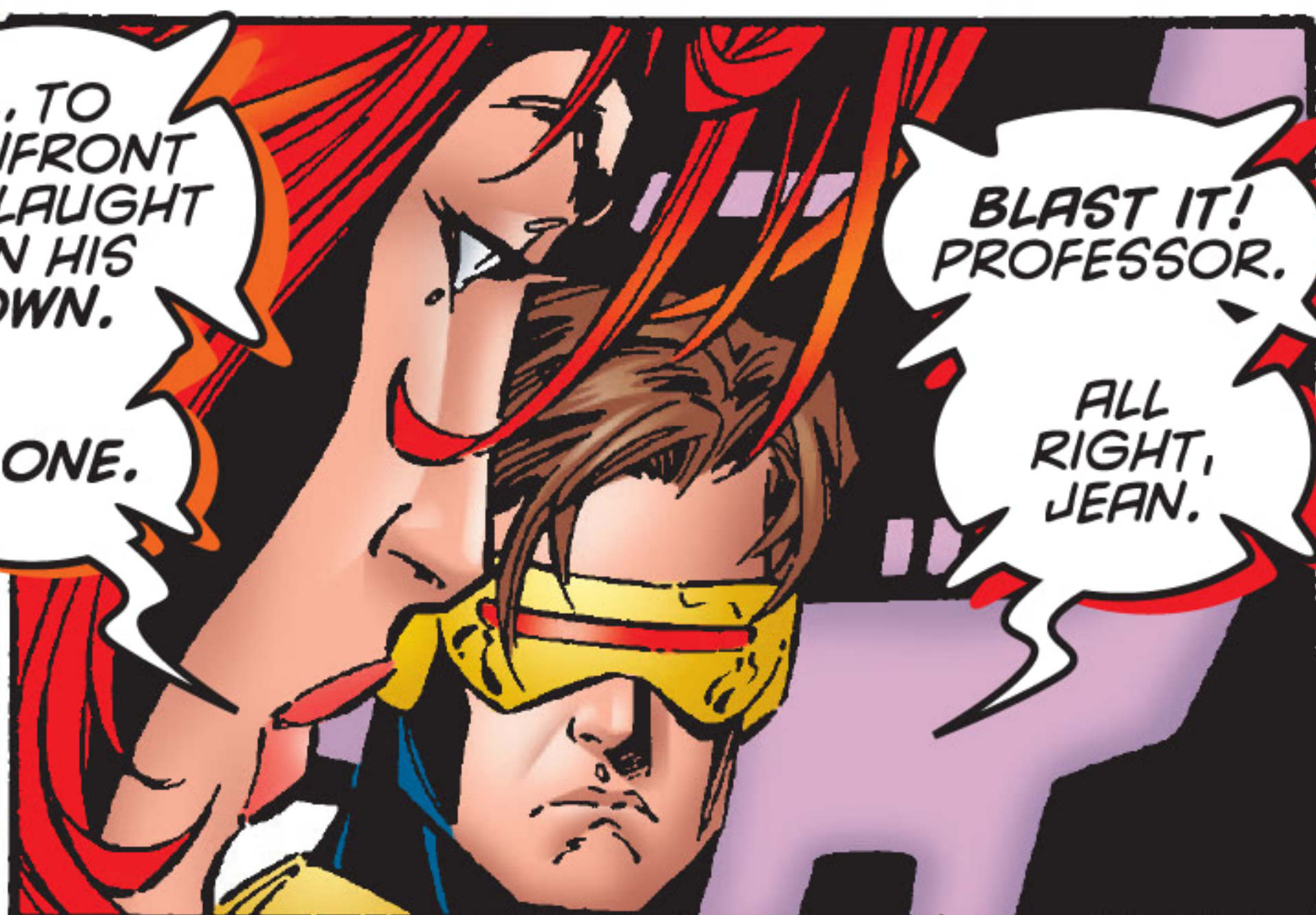
ALONE.

BLAST IT!
PROFESSOR.

ALL
RIGHT,
JEAN.

SEND
OUT A
TELEPATHIC
SIGNAL, RALLY
THE REST OF
THE X-MEN
IN
SECRET.

WHAT-
EVER
HAPPENS...
HE WON'T
BE
ALONE...

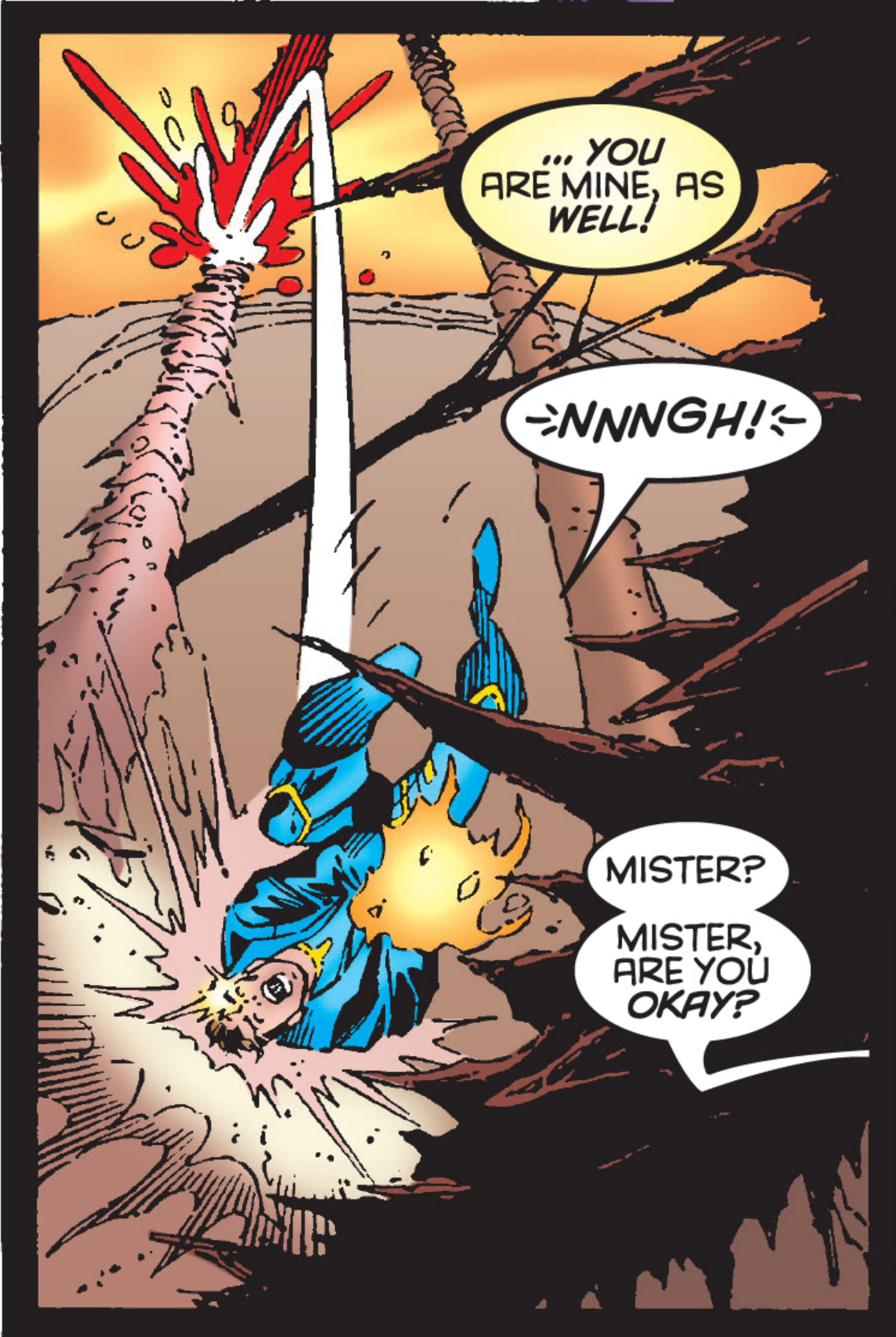
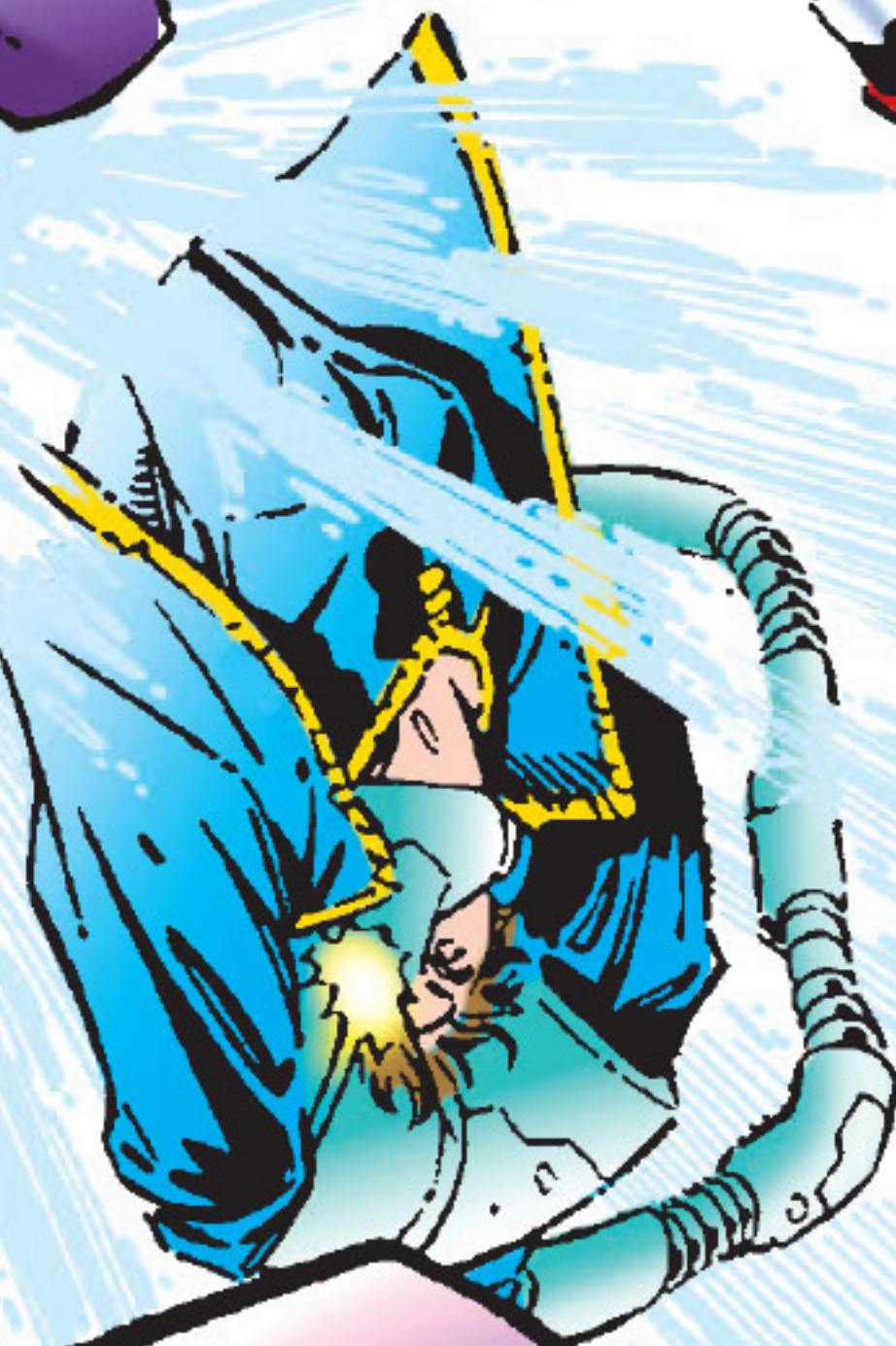


INSIDE ONSLAUGHT'S CITADEL.

INSIDE ONSLAUGHT.

YOUR
POWER IS
MINE, NATE
GREY.

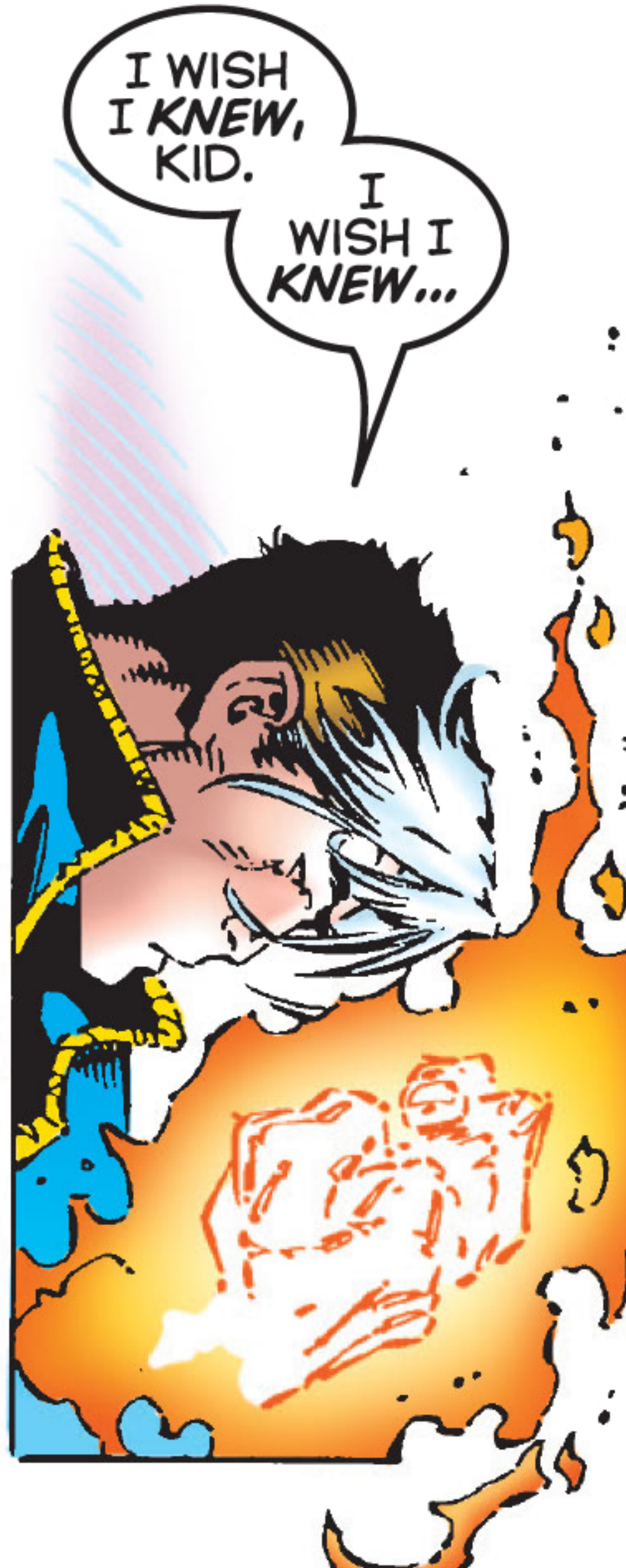
AND
NOW...



... YOU
ARE MINE, AS
WELL!

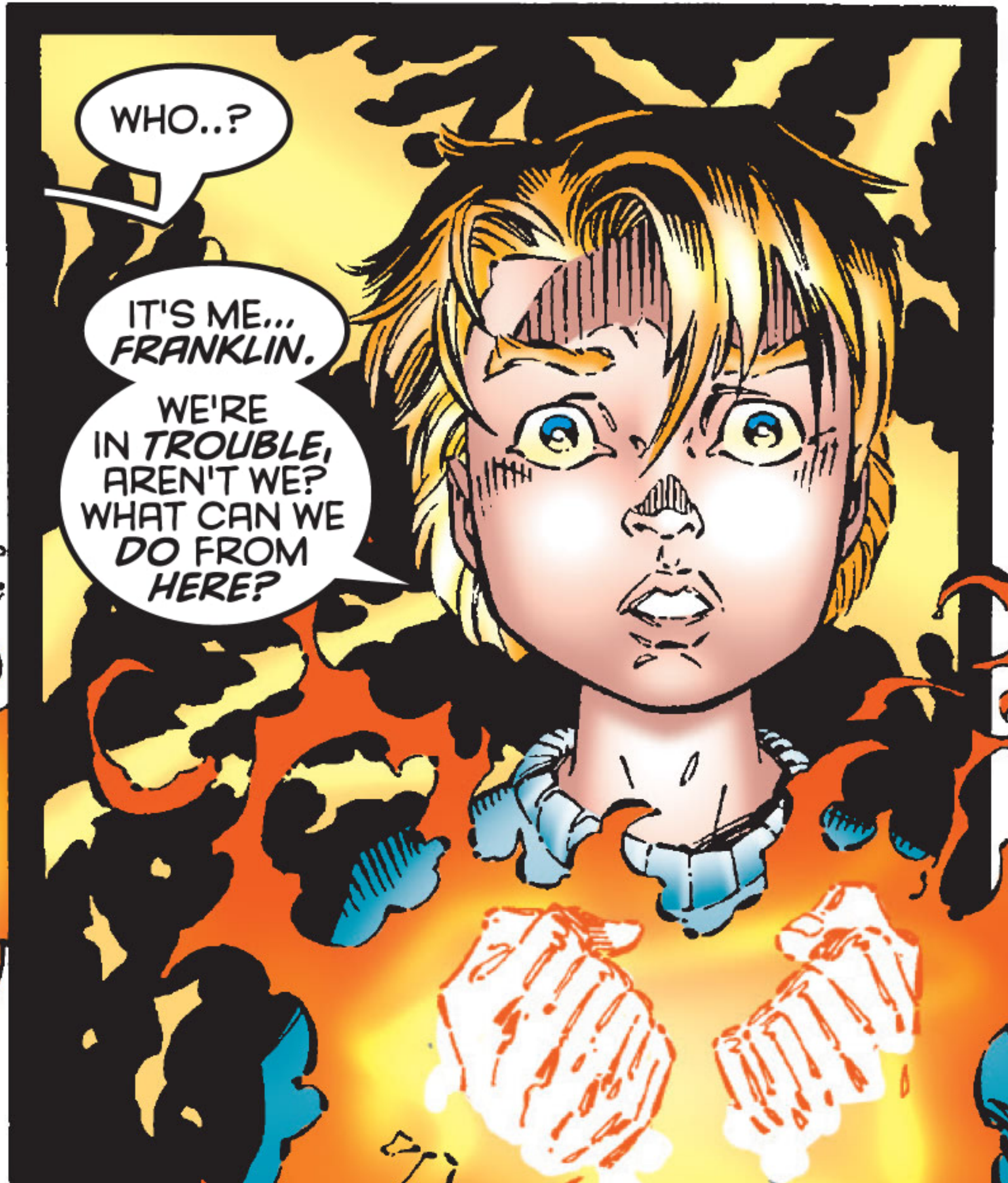
~NNNGH!~

MISTER?
MISTER,
ARE YOU
OKAY?



I WISH
I KNEW,
KID.

I
WISH I
KNEW...



WHO...?

IT'S ME...
FRANKLIN.

WE'RE
IN TROUBLE,
AREN'T WE?
WHAT CAN WE
DO FROM
HERE?



AT LAST
I KNOW MY
DESTINY. THE
STAGE IS
SET.

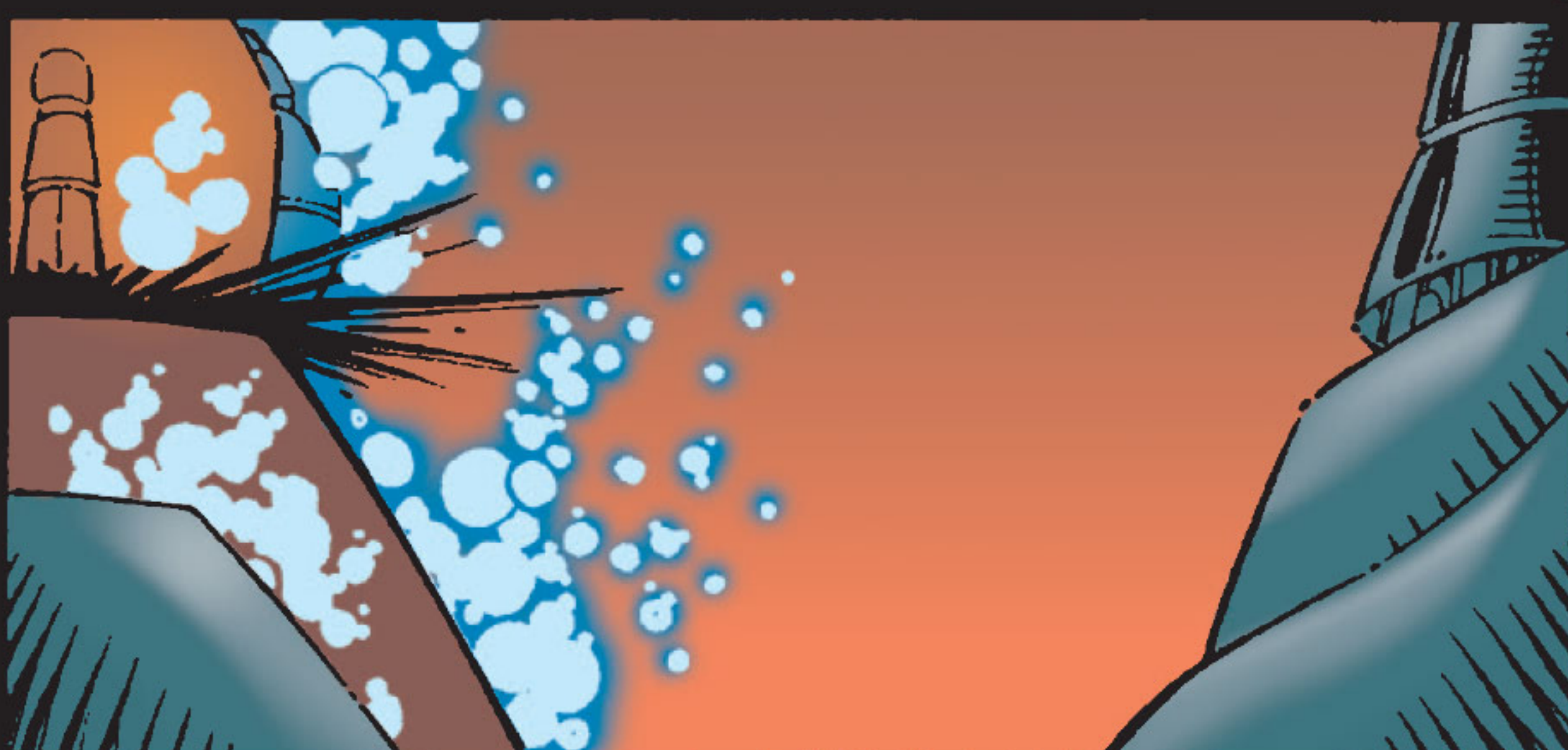
THE
PLAYERS ARE IN
POSITION.



AND
THE END IS
NEAR...

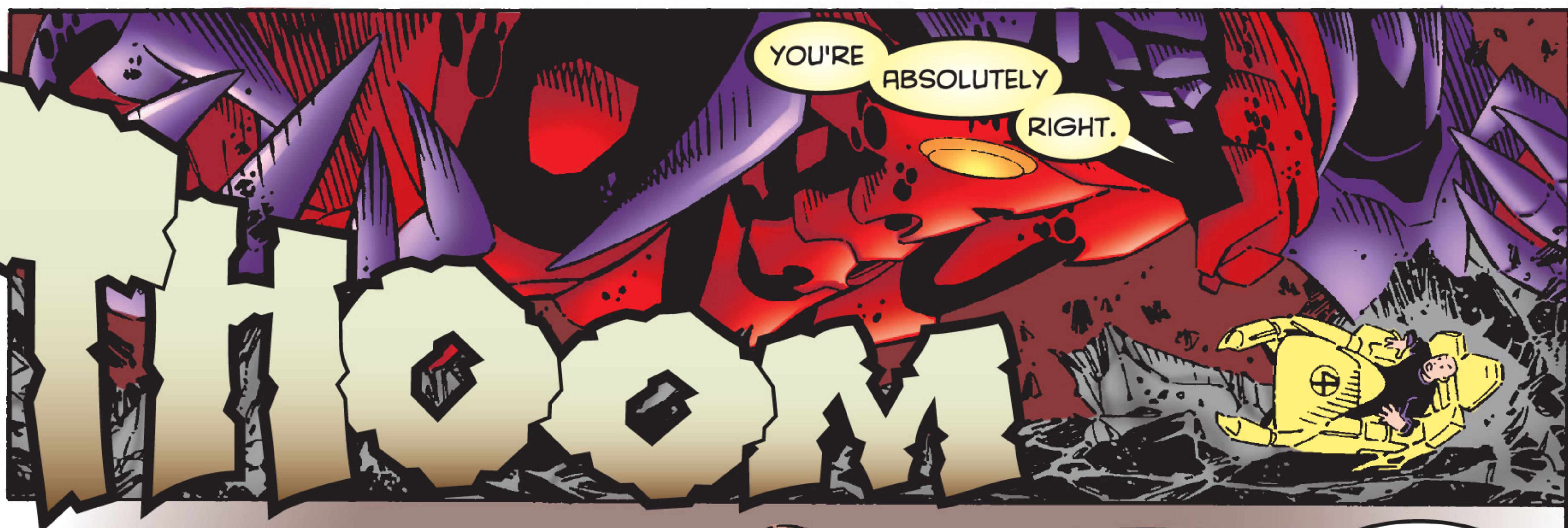
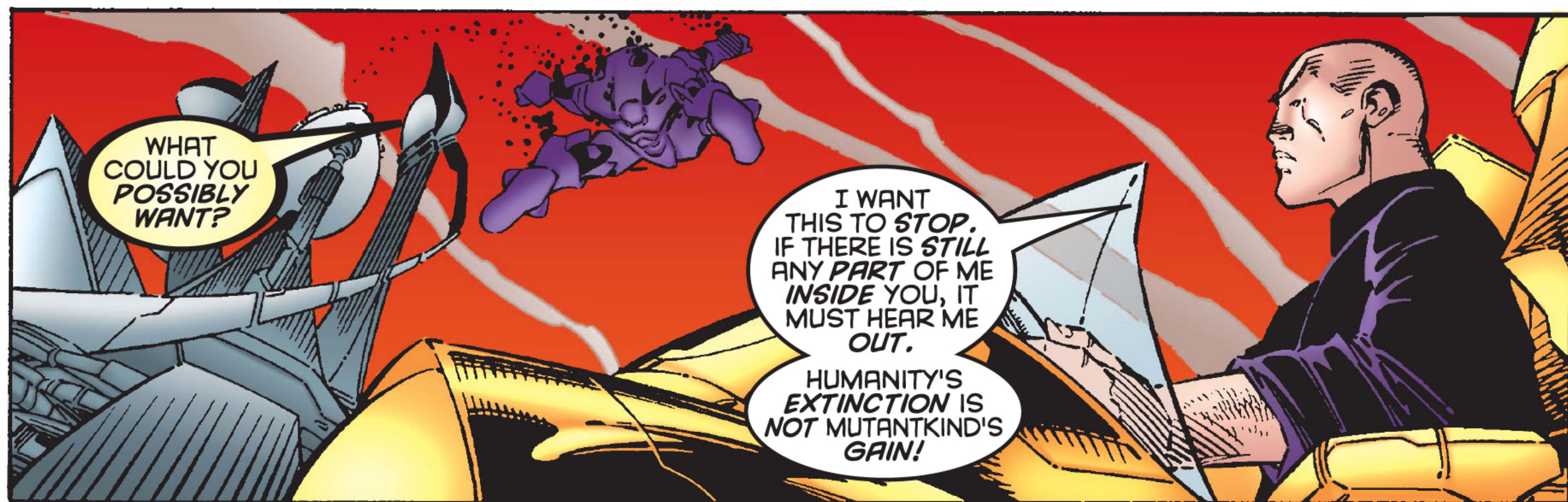


... FOR
SOME...



... SOONER
THAN
OTHERS.

I
SENSE YOUR
PRESENCE,
CHARLES
XAVIER.





... NO ONE
WILL SURVIVE
ONSLAUGHT!

TO BE
CONCLUDED
NEXT WEEK --
IN THE PAGES OF:
MARVEL
ONSLAUGHT
UNIVERSE

THE EVOLUTION OF THE MARVEL UNIVERSE HAPPENS HERE!

MARVEL
COMICS

ADAM
KUBER
DELPERDANG

ONSLAUGHT UNIVERSE



STAN LEE PROUDLY PRESENTS

MARVEL ONSLAUGHT UNIVERSE

WITH
GREAT
POWER

SCOTT LOBDELL
& MARK WAID
PLOT

MARK WAID
SCRIPT

ADAM KUBERT
WITH AN ASSIST
FROM JOE BENNETT
ART

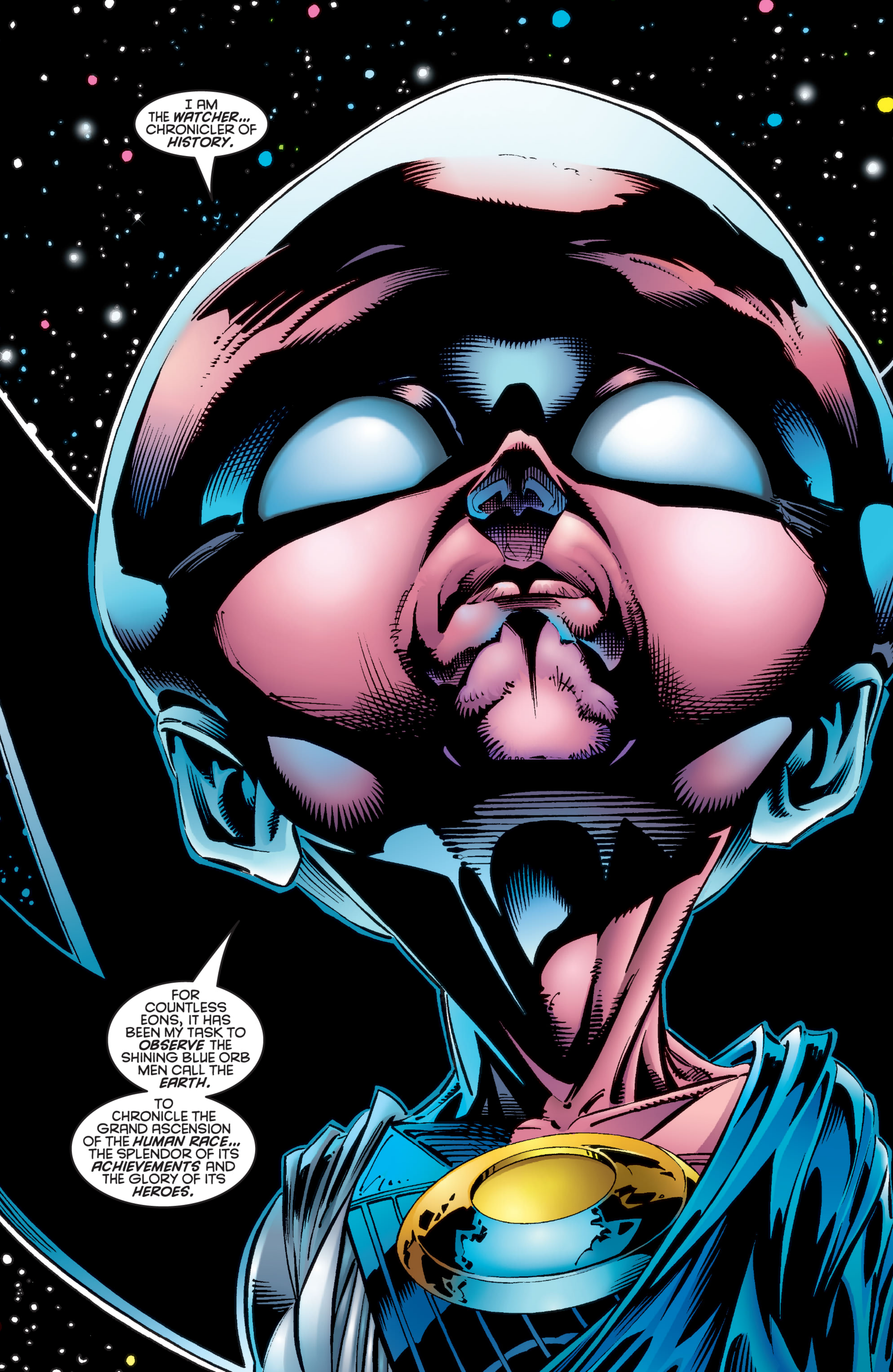
DAN GREEN
WITH ASSISTS FROM ART
THIBERT, TIM TOWNSEND
and JESSE DELPERDANG
INKS

RICHARD STARKINGS
COMICRAFT
LETTERING

STEVE
BUCELLATO
COLORIST

TEAM BUCCE!
ENHANCEMENT

BOB HARRAS
EDITOR IN CHIEF



I AM
THE *WATCHER*...
CHRONICLER OF
HISTORY.

FOR
COUNTLESS
EONS, IT HAS
BEEN MY TASK TO
OBSERVE THE
SHINING BLUE ORB
MEN CALL THE
EARTH.

TO
CHRONICLE THE
GRAND ASCENSION
OF THE *HUMAN RACE*...
THE SPLENDOR OF ITS
ACHIEVEMENTS AND
THE GLORY OF ITS
HEROES.



MY
JOB IS
DONE.

ONCE, I WAS
WITNESS TO A UNIQUE
WONDERMENT.

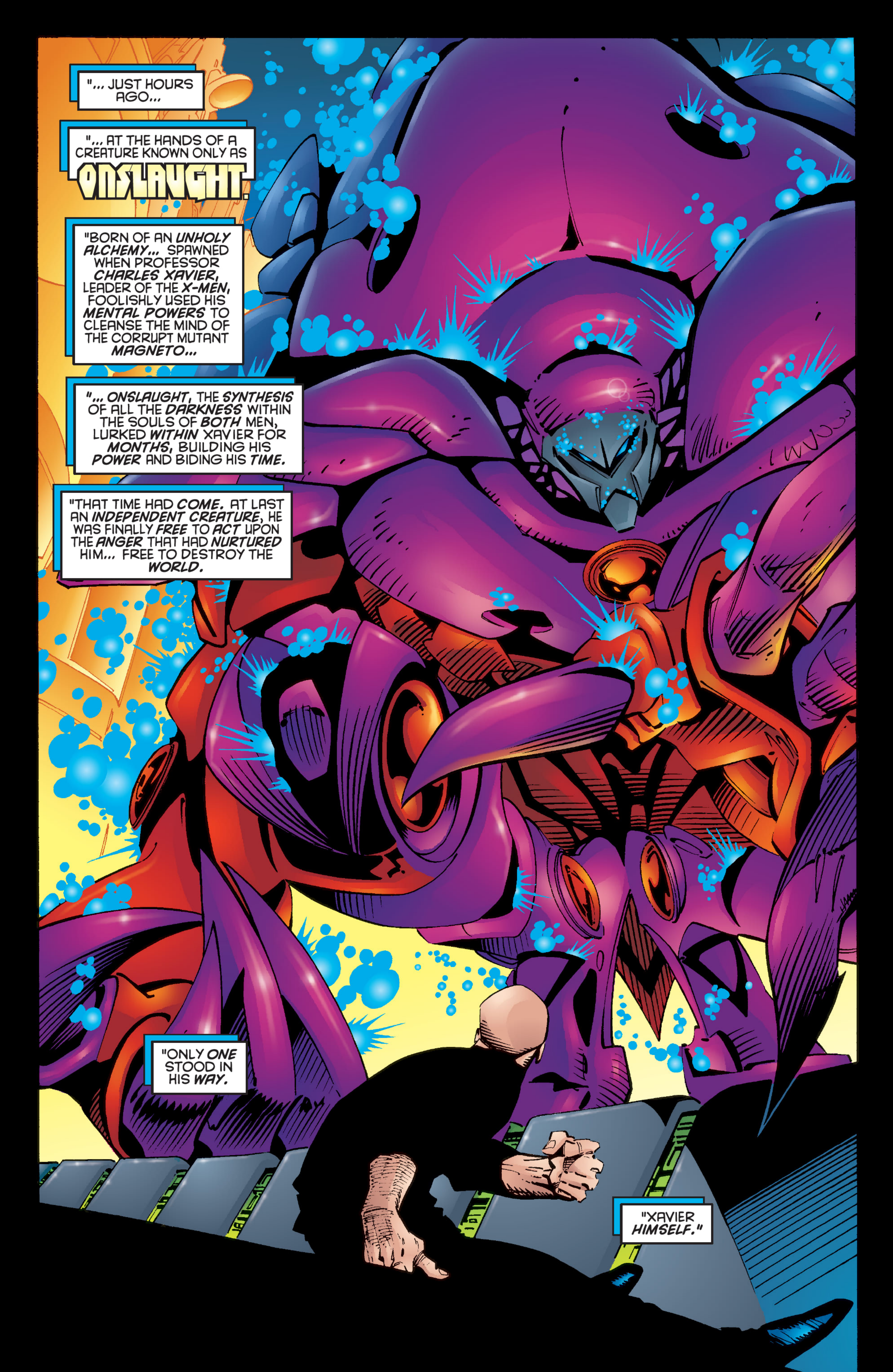
A SPAN
OF TIME WHEN
**CHAMPIONS OF
LEGEND** ROUTINELY
RISKED THEIR LIVES TO
BATTLE THE FORCES
OF **EVIL** AND
TYRANNY.

AN ERA IN
WHICH THE MEASURE
OF A HERO WAS
GAUGED NOT BY HIS
POWER... BUT BY HIS
NOBILITY.

BY THE
STRENGTH
IN HIS
HEART.

IT
WAS AN AGE
UNLIKE **ANY
OTHER**.

AND
THIS IS
THE STORY
OF ITS
END...



"... JUST HOURS
AGO..."

"... AT THE HANDS OF A
CREATURE KNOWN ONLY AS
ONSLAUGHT."

"BORN OF AN *UNHOLY
ALCHEMY...* SPAWNED
WHEN PROFESSOR
CHARLES XAVIER,
LEADER OF THE *X-MEN,*
FOOLISHLY USED HIS
MENTAL POWERS TO
CLEANSE THE MIND OF
THE CORRUPT MUTANT
MAGNETO..."

"... *ONSLAUGHT,* THE *SYNTHESIS*
OF ALL THE *DARKNESS* WITHIN
THE SOULS OF *BOTH* MEN,
LURKED *WITHIN* XAVIER FOR
MONTHS, BUILDING HIS
POWER AND BIDDING HIS *TIME.*"

"THAT TIME HAD *COME.* AT LAST
AN *INDEPENDENT CREATURE,* HE
WAS FINALLY *FREE* TO *ACT* UPON
THE *ANGER* THAT HAD *NURTURED*
HIM... *FREE* TO DESTROY THE
WORLD."

"ONLY ONE
STOOD IN
HIS WAY."

"XAVIER
HIMSELF."



VERY WELL, ONSLAUGHT. YOU HAVE THE **UPPER HAND**.

YOU HAVE STRIPPED ME OF MY **TELEPATHIC POWERS**. YOU HAVE TURNED EVERYTHING I **STAND FOR** AGAINST ME.

BUT YOU ARE **NOT** THE **UNSTOPPABLE BEING** YOU CLAIM TO BE. YOU ARE **NOT MY EQUAL**.



NO?

LOOK AT ME, XAVIER.

I AM YOUR **DARKEST SECRETS...** YOUR MOST **SHAMEFUL HATREDS**. ALL THAT IS **WITHIN YOU** IS **WITHIN ME**.

NOT **ALL**. THERE IS SOMETHING I DO **NOT** SEE REFLECTED IN YOU.



ONE **SHRED OF HUMANITY**.

AND **THAT...** WILL BE YOUR **DOWNFALL**.



I RATHER **DOUBT** THAT, CHARLES.

AS THE WORLD WILL **SOON SEE**, I HAVE **NO USE** FOR HUMANITY IN **ANY** OF ITS FORMS...

... **ESPECIALLY...** **ESPECIALLY NOT** THAT **MUTANT RACE** YOU **CODDLE** AND **PROTECT!**



FUNNY.

AAARGH!

FZZAAK

THWAM

WE DON'T THINK MUCH A' YOU, EITHER, BIG MAN!

YOU OKAY, PR'FESSAH?

ROGUE? WHAT ARE YOU DOING HERE?

RIDIN' SHOTGUN.

READY, CYCLOPS?

AND WILLING. X-MEN -- ON MY SIGNAL! JEAN, YOU AND STORM HIT HIM HIGH!

GAMBIT AND BISHOP -- HIT HIM LOW!

CABLE AND WOLVERINE -- HIT HIM HARD!

AS OF NOW, THE ONSLAUGHT...
...IS FINISHED!

HARDLY,
MAGNETO...

... OR
SHOULD I
CALL YOU
"JOSEPH"?

NO MATTER
WHAT NAME YOU
NOW CARRY, YOU --
AND YOUR MAGNETIC
POWERS -- ARE A
PART OF ME,
AS WELL!

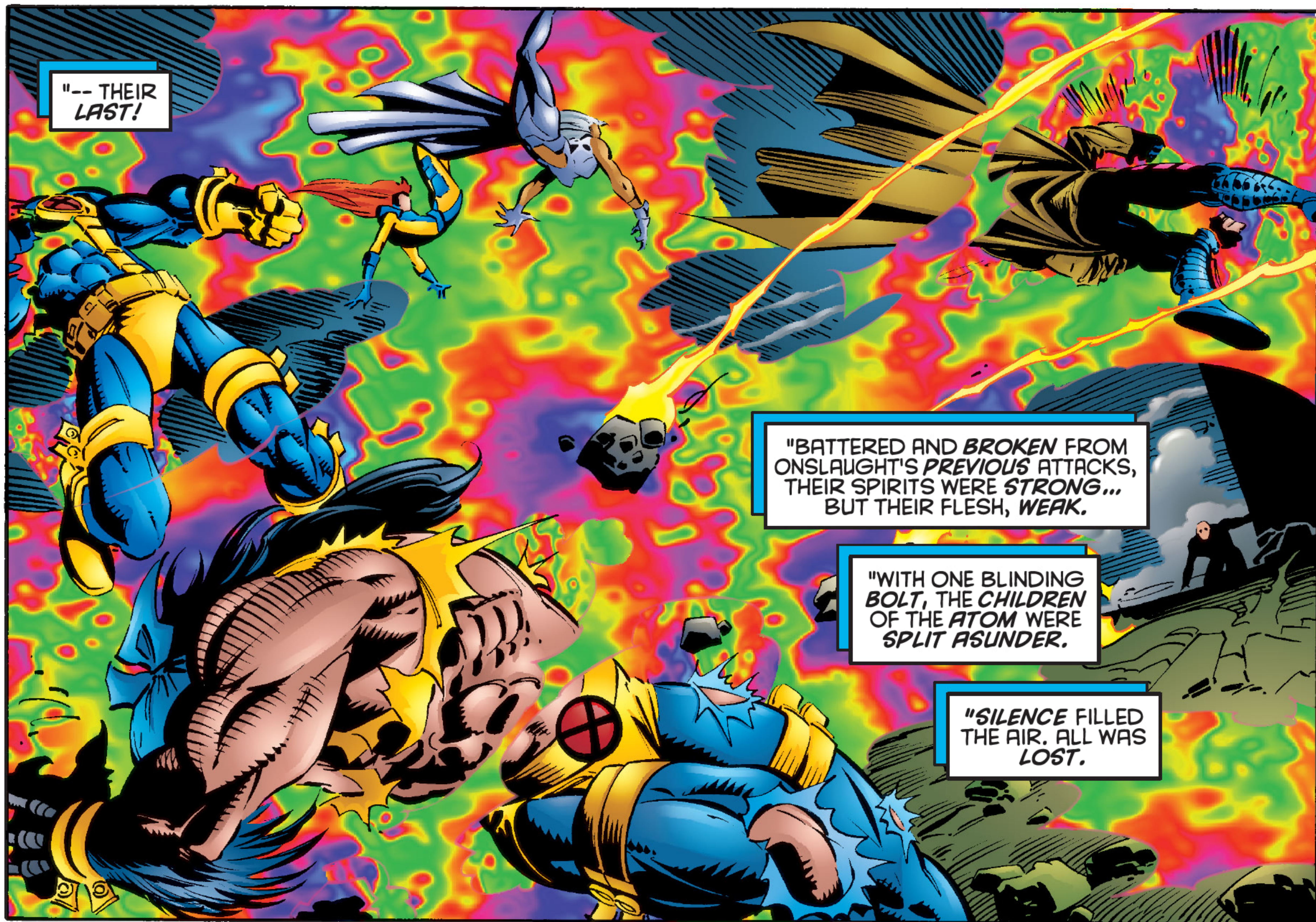
AND
WITH THEM --
I CAN UPROOT
THE VERY EARTH
BENEATH YOUR
FEET!

"NO ONE KNOWS WHERE
THE X-MEN FOUND THE
STRENGTH TO FIGHT ON
THAT DAY..."

"... UNLESS IT WAS
FROM THE INSPIRATION
OF THEIR PROFESSOR
AND MENTOR.

"AS HE LOOKED ON FROM
THE SIDELINES, NEVER WAS HE
PROUDER OF HIS STUDENTS.
HE KNEW THIS WAS THEIR
FINEST HOUR --

"-- AND QUITE
POSSIBLY --"

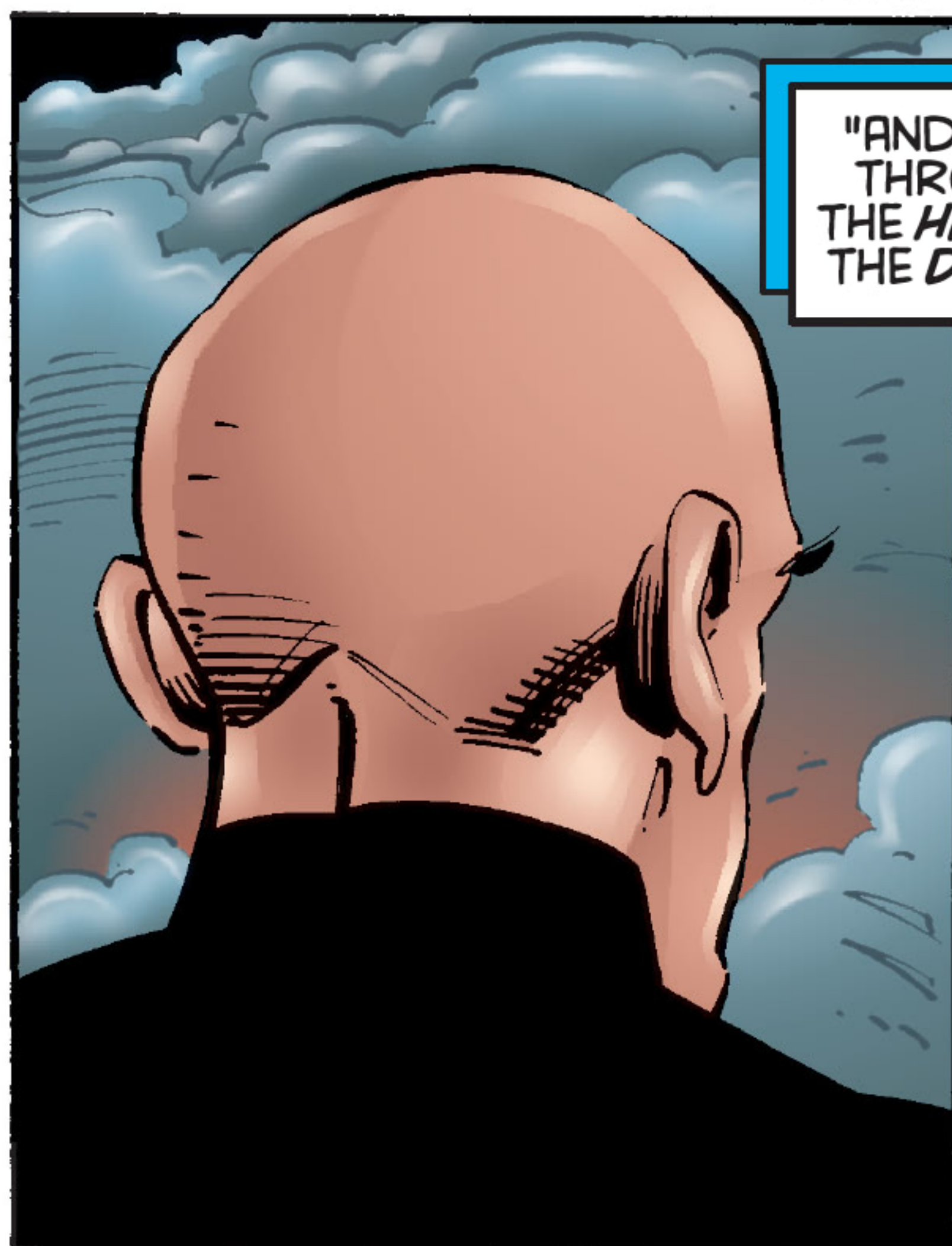


"-- THEIR
LAST!"

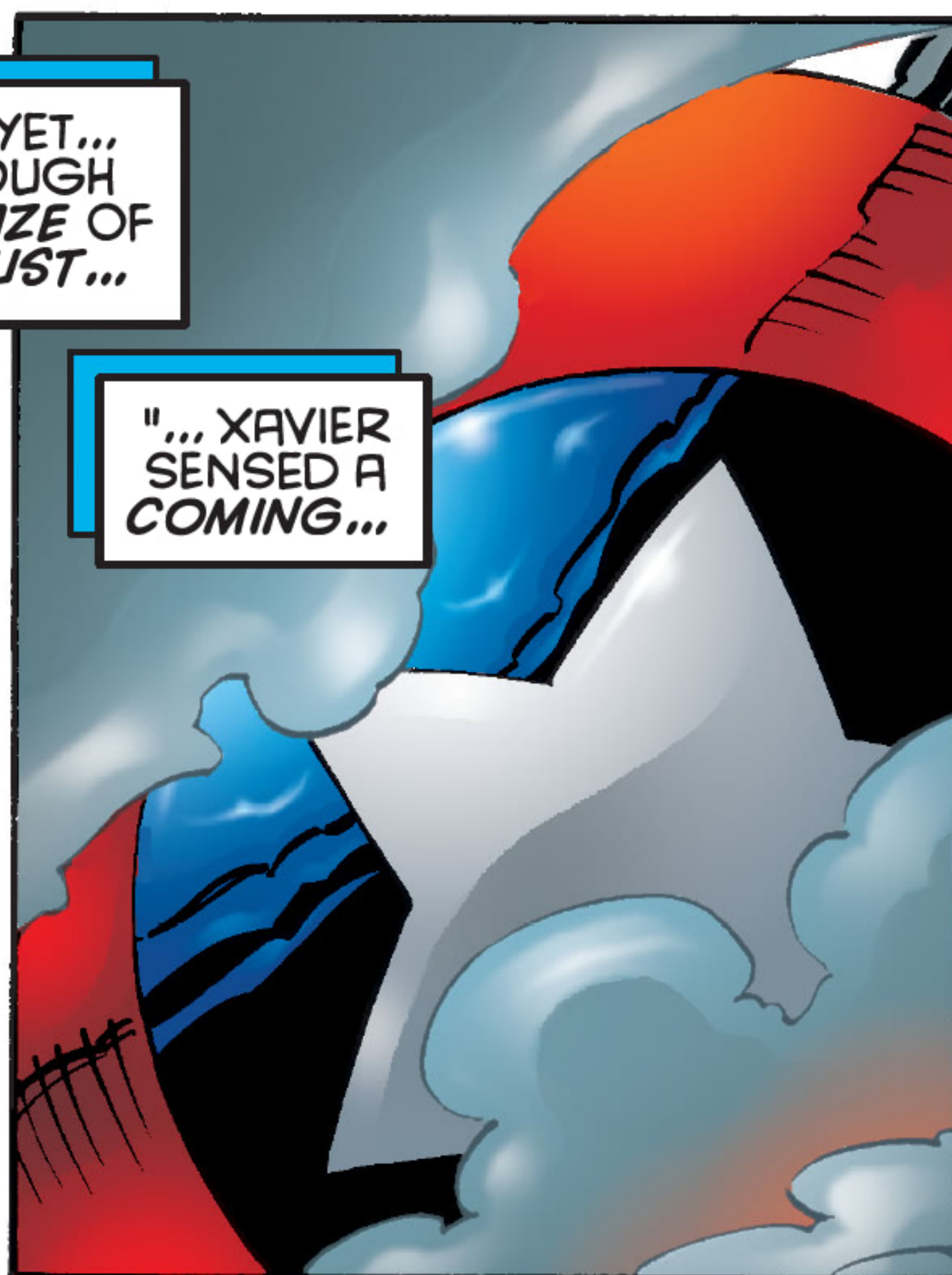
"BATTERED AND *BROKEN* FROM
ONSLAUGHT'S *PREVIOUS* ATTACKS,
THEIR SPIRITS WERE *STRONG*...
BUT THEIR FLESH, *WEAK*."

"WITH ONE BLINDING
BOLT, THE *CHILDREN*
OF THE *ATOM* WERE
SPLIT ASUNDER."

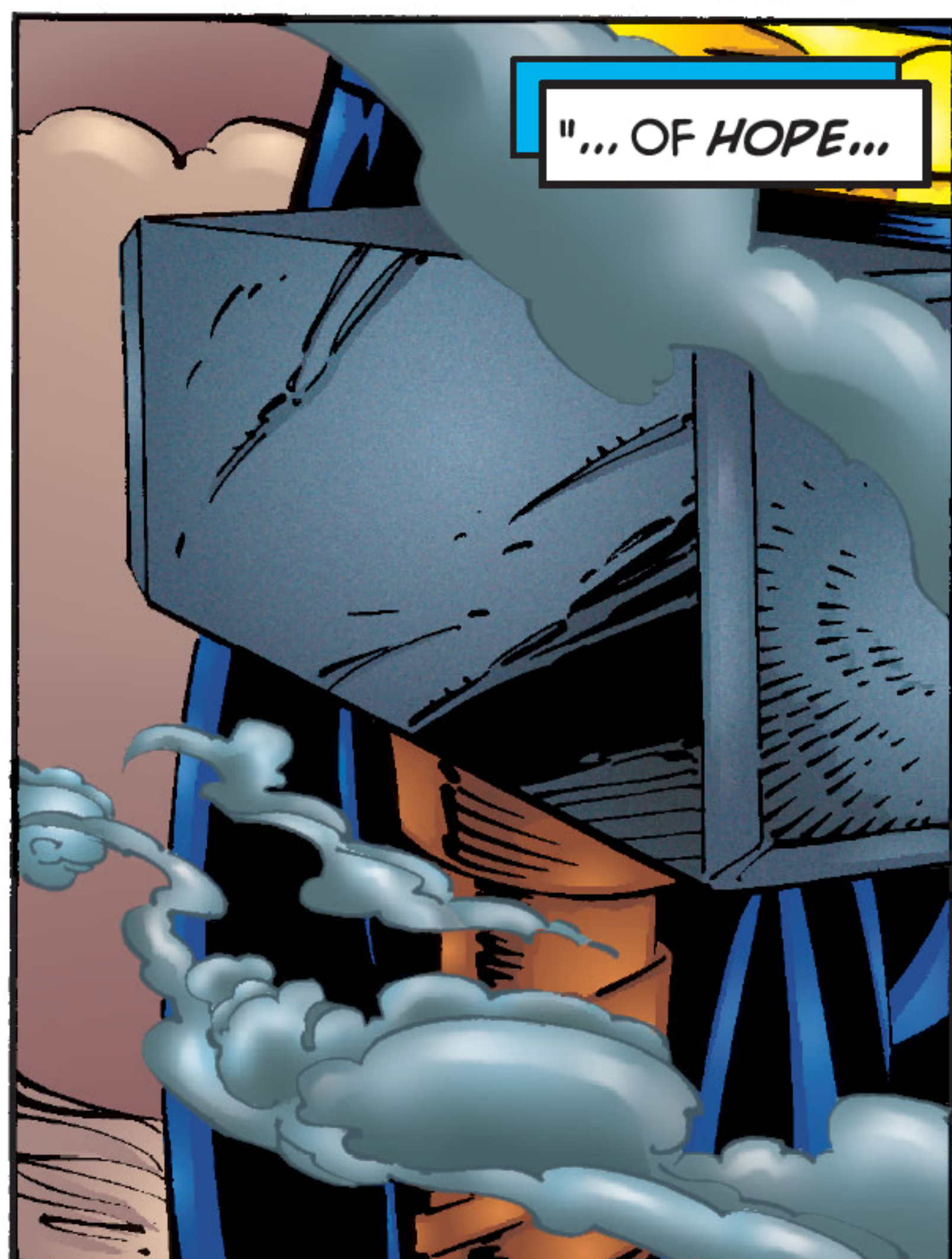
"*SILENCE* FILLED
THE AIR. ALL WAS
LOST."



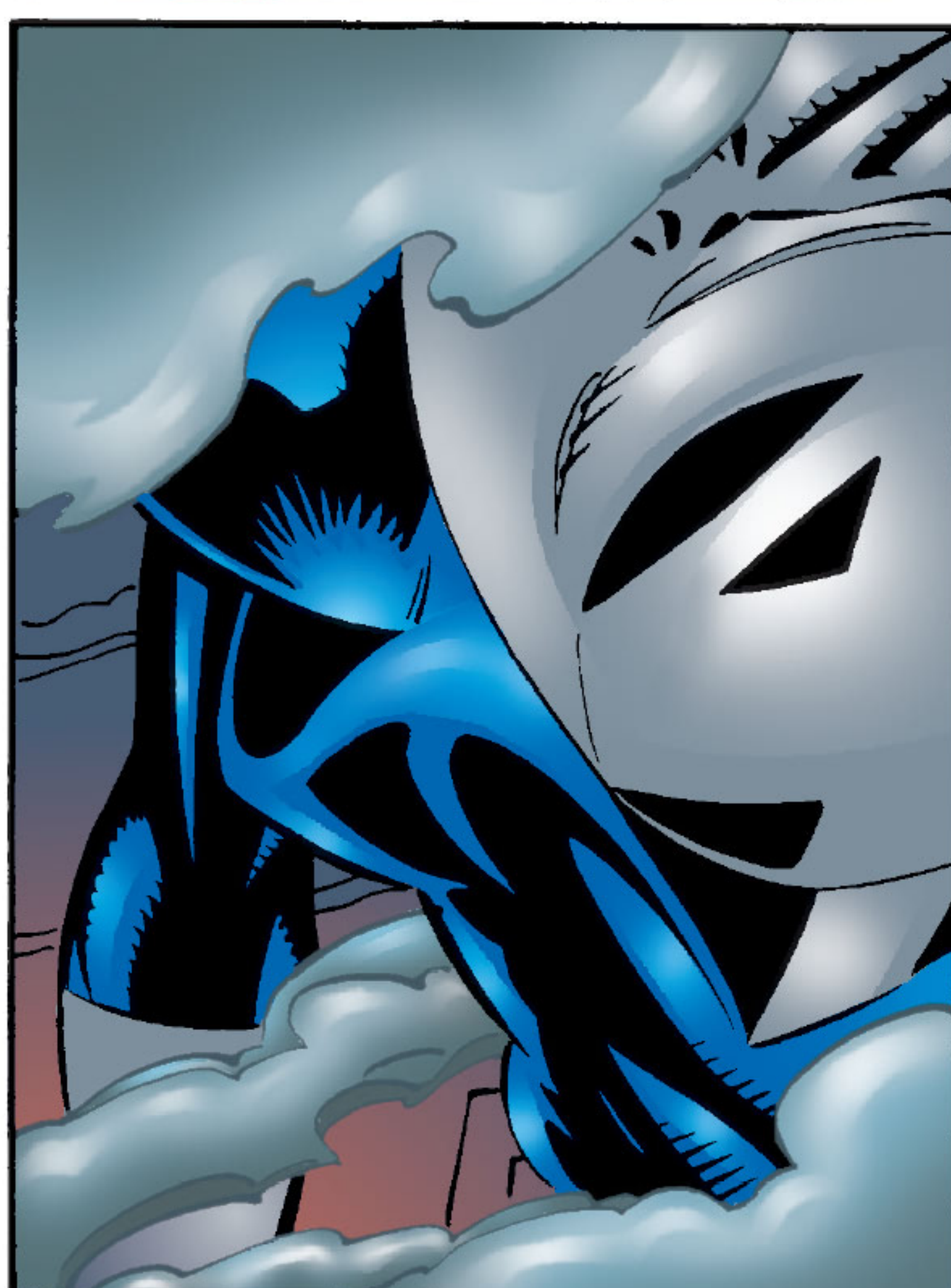
"AND YET...
THROUGH
THE *HAZE* OF
THE *DUST*..."



"... XAVIER
SENSED A
COMING..."



"... OF *HOPE*..."



"... OF *COURAGE*..."



"... OF
MARVELS."

EVERYBODY
BREATHING?
GOOD.

BACKUP'S
HERE.

THE
AVENGERS...

... THE
FANTASTIC
FOUR... AND
EVERYONE ELSE
WE COULD
FIND.

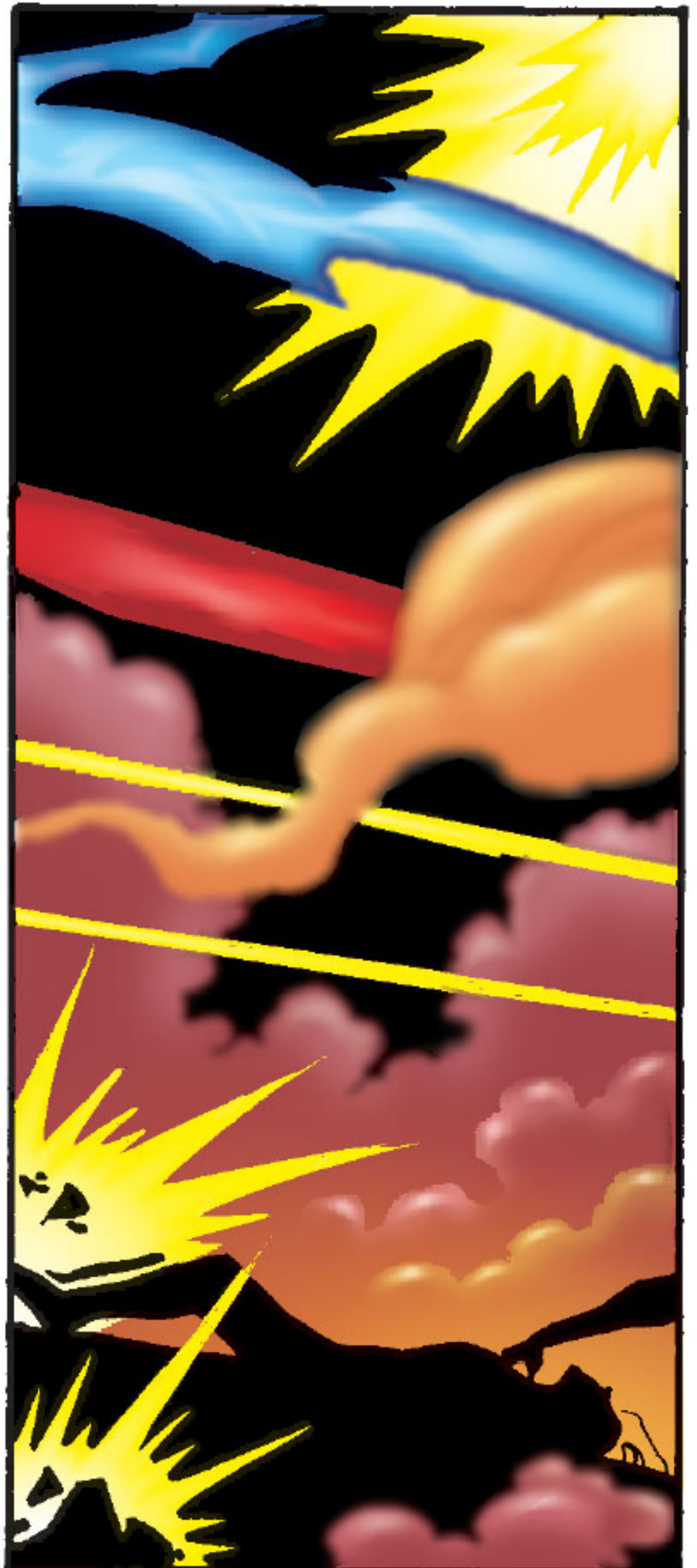
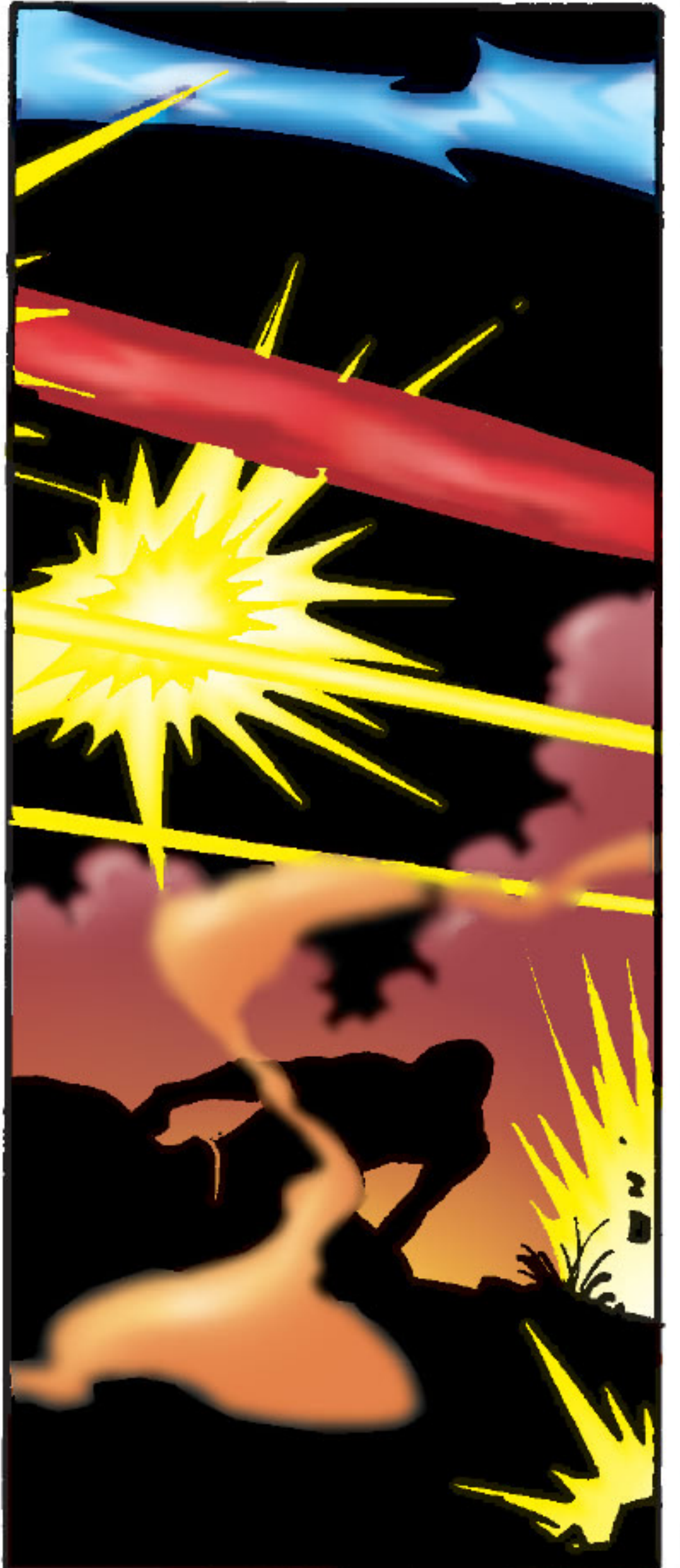
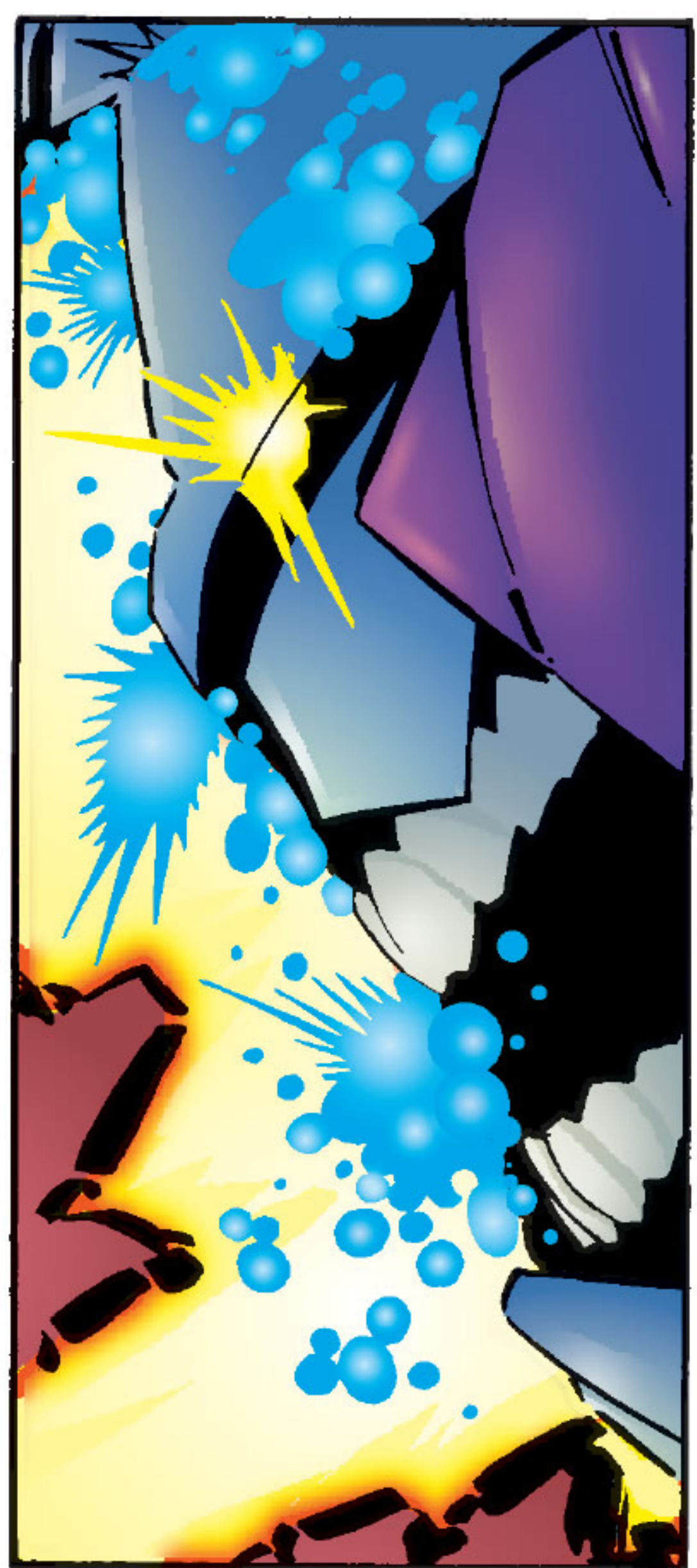
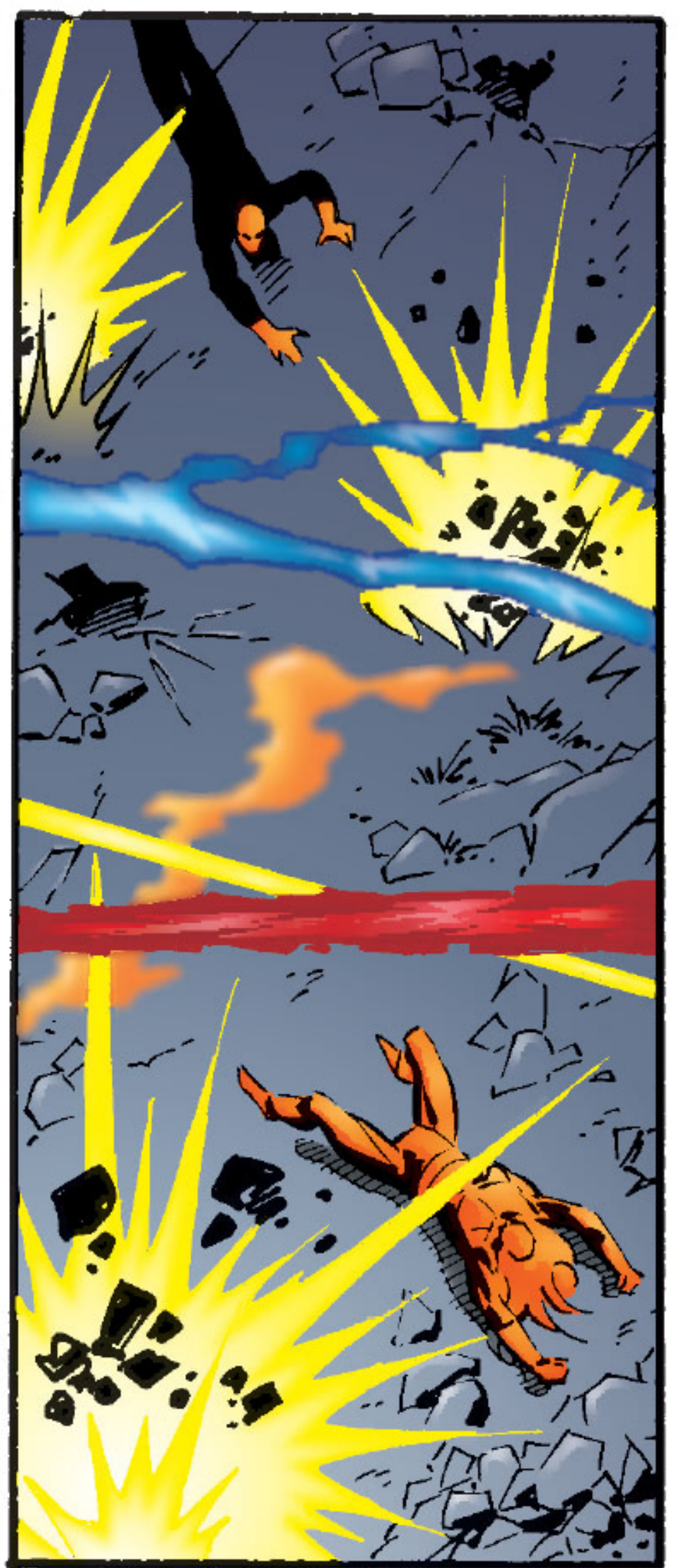
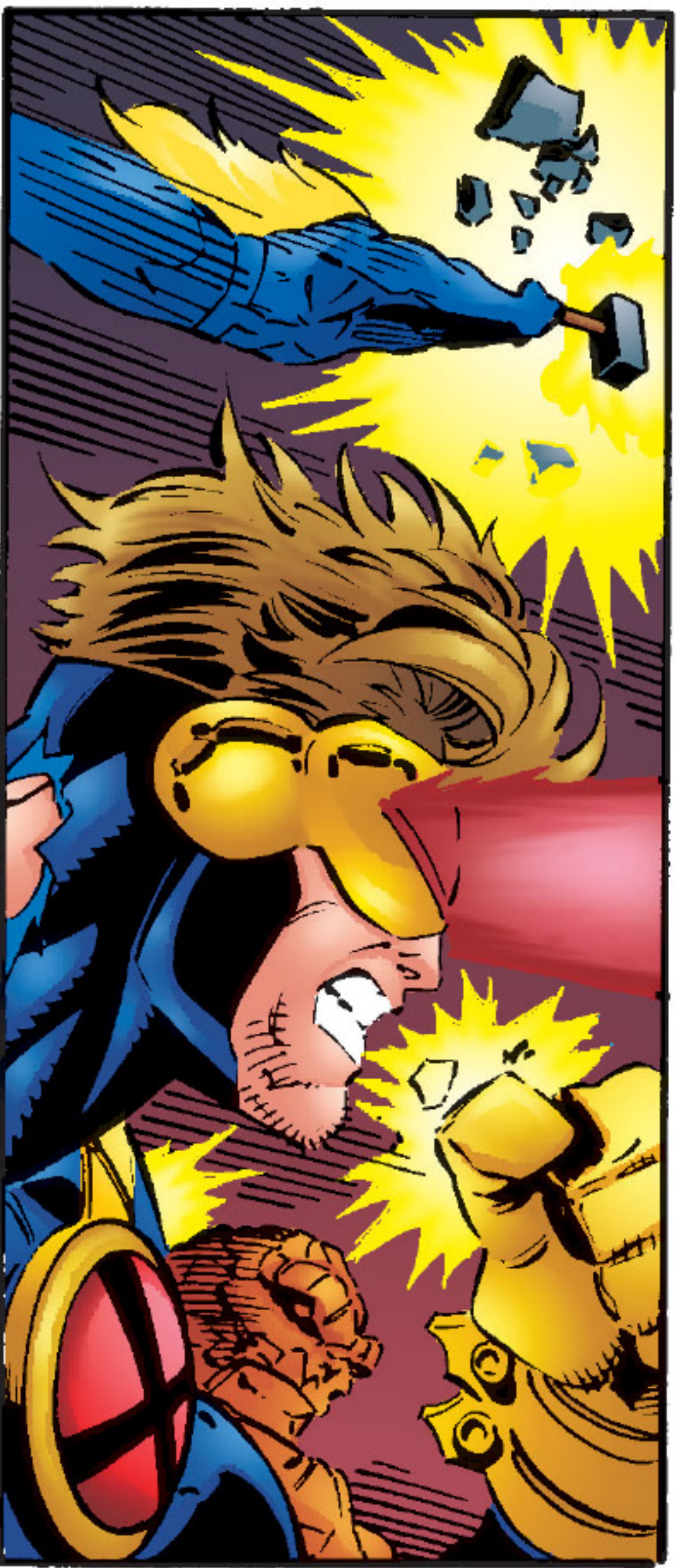
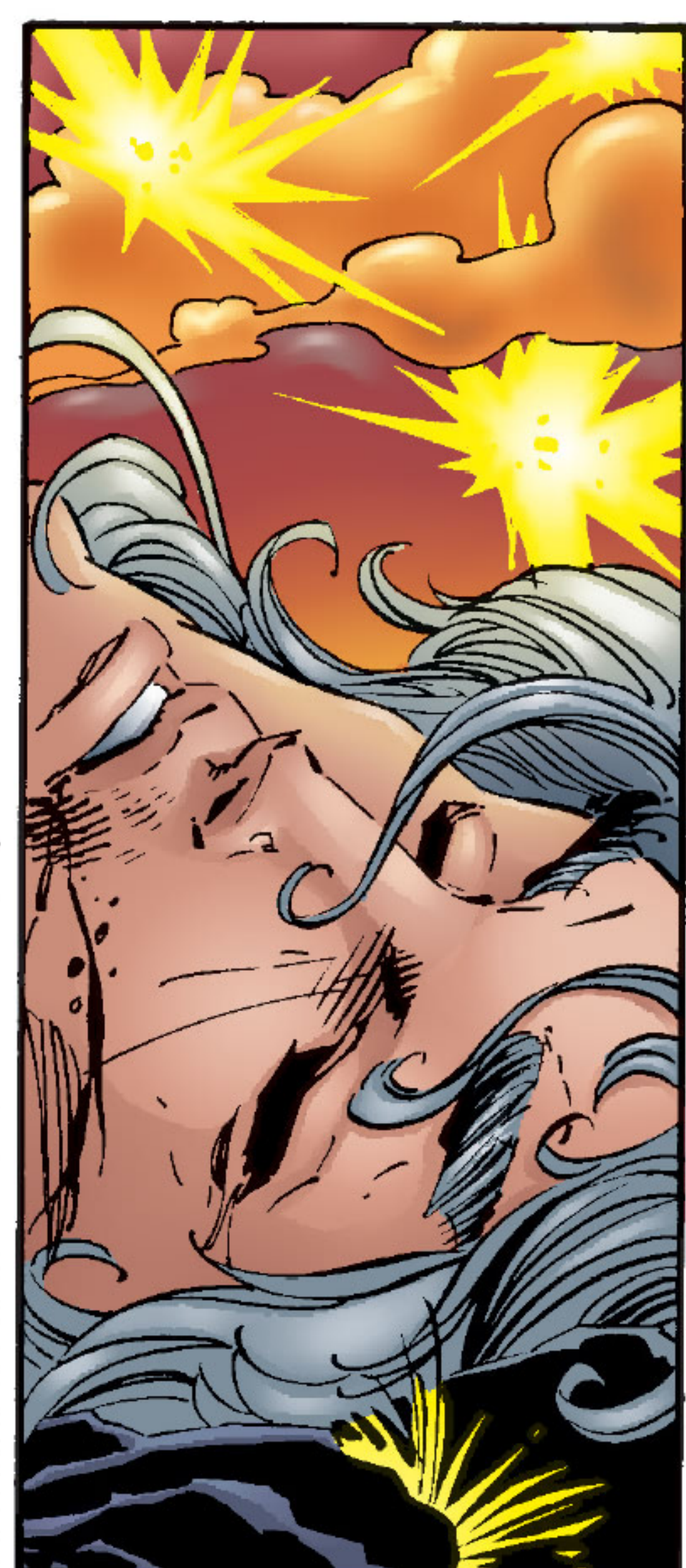
WE'RE
EARTH'S
LAST LINE OF
DEFENSE,
PEOPLE.

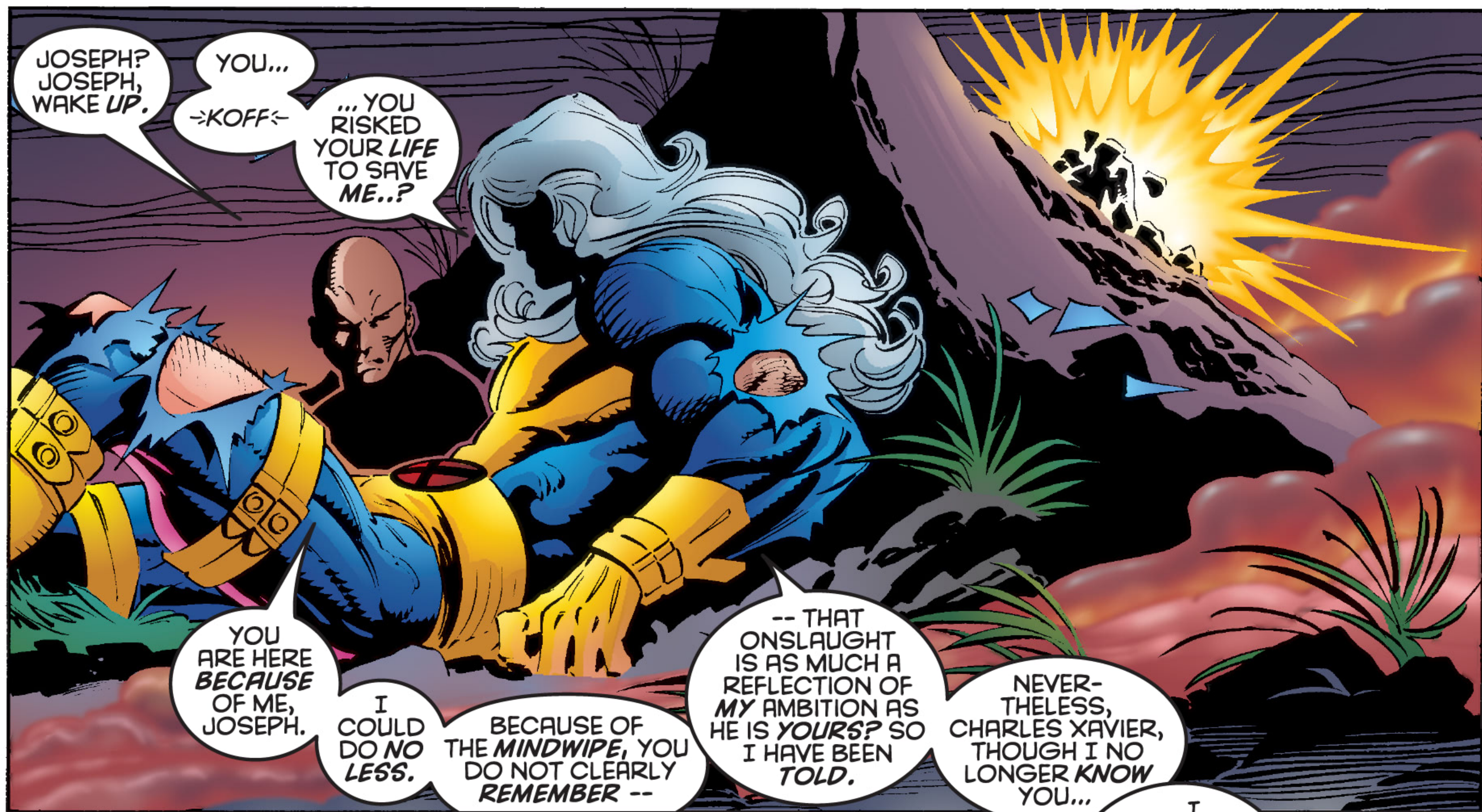
CAPTAIN...
-KOFF-

... CAPTAIN
AMERICA?

AND
FRIENDS,
BLINKY.

WIN
OR LOSE...
WE GO OUT
TOGETHER.





JOSEPH?
JOSEPH,
WAKE UP.

YOU...
->KOFF->

... YOU
RISKED
YOUR LIFE
TO SAVE
ME...?

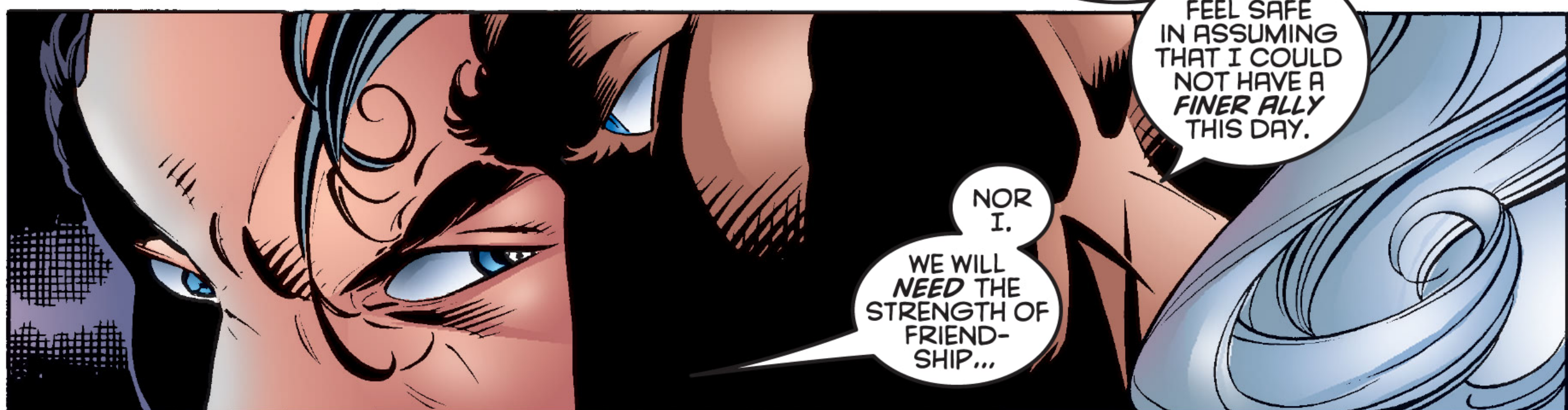
YOU
ARE HERE
BECAUSE
OF ME,
JOSEPH.

I
COULD
DO NO
LESS.

BECAUSE OF
THE MINDWIPE, YOU
DO NOT CLEARLY
REMEMBER --

-- THAT
ONSLAUGHT
IS AS MUCH A
REFLECTION OF
MY AMBITION AS
HE IS YOURS? SO
I HAVE BEEN
TOLD.

NEVER-
THELESS,
CHARLES XAVIER,
THOUGH I NO
LONGER KNOW
YOU...



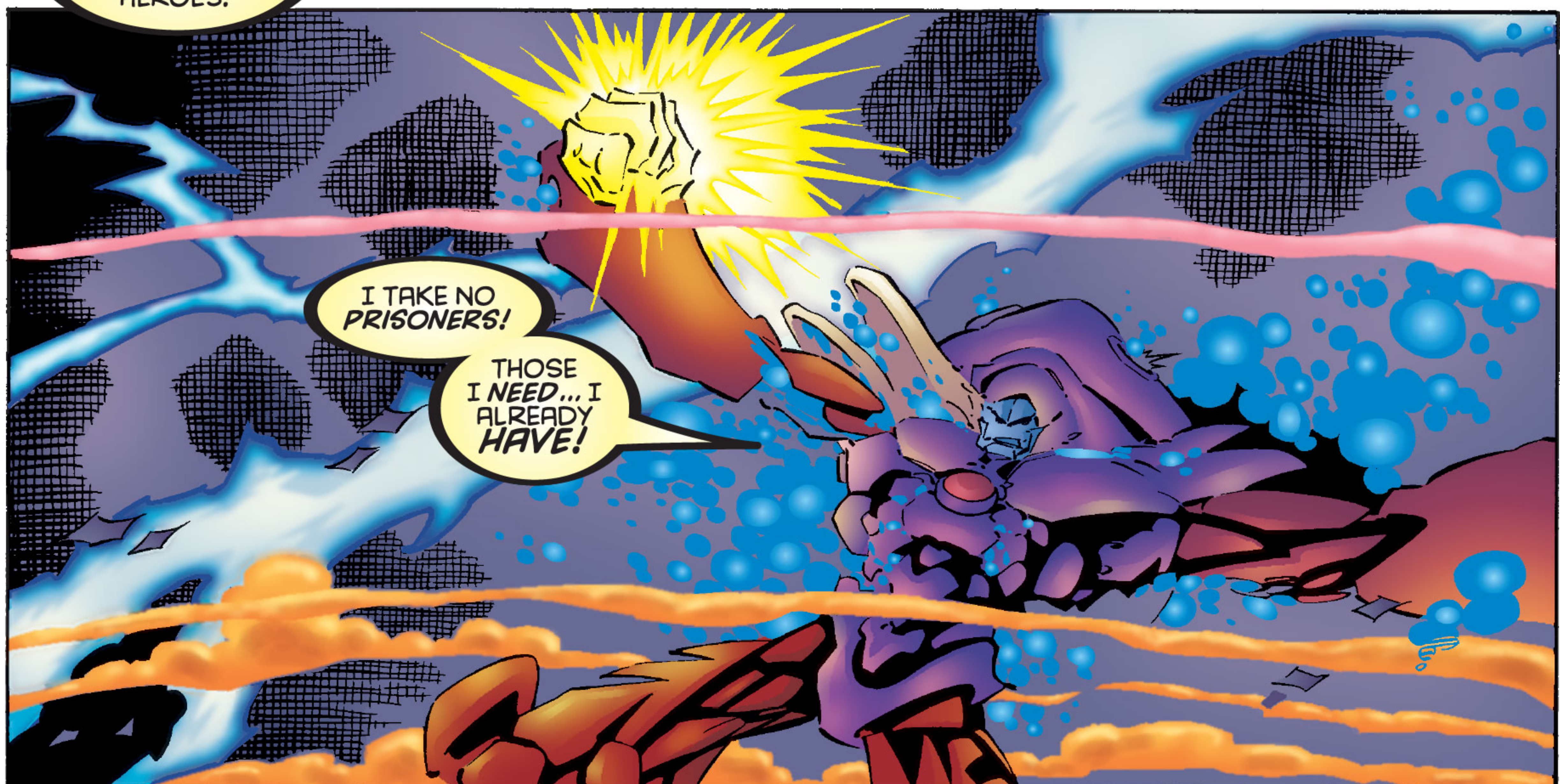
... I
FEEL SAFE
IN ASSUMING
THAT I COULD
NOT HAVE A
FINER ALLY
THIS DAY.

NOR
I.
WE WILL
NEED THE
STRENGTH OF
FRIEND-
SHIP...



... AGAINST
THE WORST OF
BOTH OUR
WORLDS.

THERE
IS NO
SURRENDER,
HEROES!



I TAKE NO
PRISONERS!

THOSE
I NEED... I
ALREADY
HAVE!

"AS WELL
HE DID."

"FRANKLIN RICHARDS,
HEIR TO THE FANTASTIC
FOUR... BORN WITH THE
ABILITY TO WARP REALITY..."

UNCA
BEN...?

IT'S
C'OBBERIN'
TIME, UNCA
BEN! DON'T
LET HIM
HURT
YOU!

"... AND NATE GREY, REFUGEE
FROM AN ALTERNATE TIME-
LINE... AND, AS X-MAN, THE
MOST POWERFUL PSIONIC
BEING IN ANY REALITY."

NO...

... IT'S
... IT'S ALL
COMING
TRUE...

... AND
I CAN'T
STOP
IT...

WHAT'S
COMIN' TRUE,
MISTER? WHAT
ARE YOU
TALKIN'
'BOUT?

ONSLAUGHT...
HE USED MY
MEMORIES AS A
PLAN FOR CONQUEST.
FRANKLIN, TRY TO
UNDERSTAND...

... I
COME FROM
A WORLD
OVERRUN BY A
MADMAN NAMED
APOCALYPSE.
ONSLAUGHT...
ADMIRE'S THAT
WORLD.

NOW
HE'S TAPPING
OUR POWERS IN
ORDER TO MAKE
THIS ONE JUST
LIKE IT... OR
WORSE.

AND
THERE'S
NOTHING
WE CAN
DO.

NOTHING.

THAT'S
NOT WHAT
MR. XAVIER
SAID.

HE
TALKED TO
ME... TOL' ME TO
FIGHT ONSLAUGHT...
BUT I COULDN'T.
NOT ALL
ALONE.

BUT
NOW THAT
YOU'RE HERE,
MAYBE...

... MAYBE
WE CAN
TOGETHER?



SORRY
WE'RE LATE...
BUT YOU LEFT
US A LITTLE
FLAT-FOOTED
WHEN YOU
CHARGED OFF
ON YOUR
OWN.

WE'RE
SHIELDED FROM
ONSLAUGHT'S
PSIONICS BY
PSI-SCRAMBLERS.
HOW ABOUT
YOU?

WE'RE NOW
FEW ENOUGH --
UNFORTUNATELY --
WHERE JEAN AND
CABLE CAN PROTECT
US, IRON MAN.
BESIDES --

-- IT
DOESN'T LOOK
LIKE WE'LL GET
CLOSE ENOUGH
TO ONSLAUGHT
FOR IT TO
MATTER.

HE'S
ERECTED A
FORCE-BARRIER
AROUND HIS
CITADEL,
AND --



WHAT
THE --?



THE
GROUND -- IT'S
QUAKING?

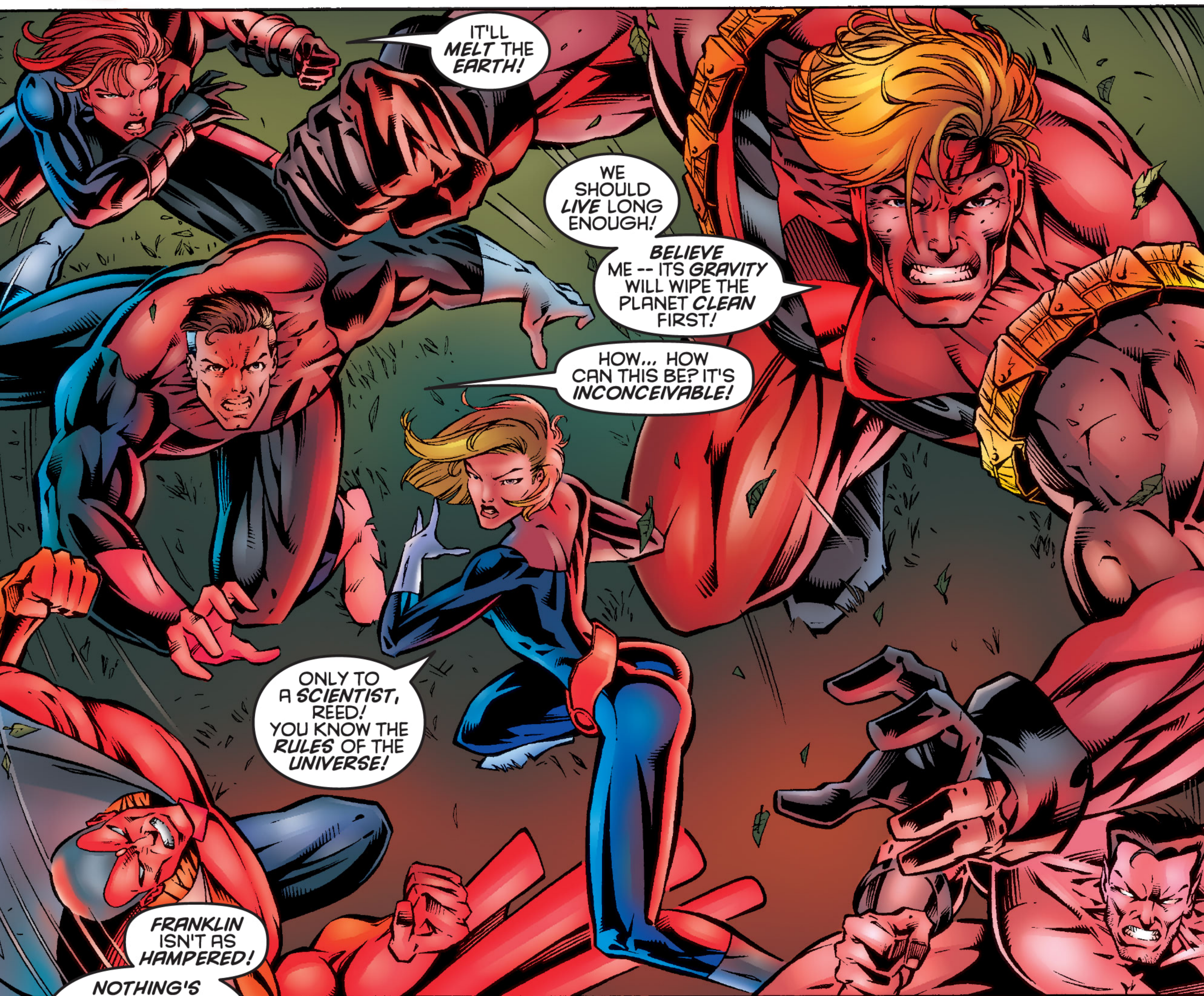
THE
GROUND
ISN'T OUR
PROBLEM,
FALCON!
LOOK
UP!



GOOD LORD! IS THAT --?

A SECOND SUN?

MY GOD -- IT'S FILLING THE SKY!



IT'LL MELT THE EARTH!

WE SHOULD LIVE LONG ENOUGH!

BELIEVE ME -- ITS GRAVITY WILL WIPE THE PLANET CLEAN FIRST!

HOW... HOW CAN THIS BE? IT'S INCONCEIVABLE!

ONLY TO A SCIENTIST, REED! YOU KNOW THE RULES OF THE UNIVERSE!

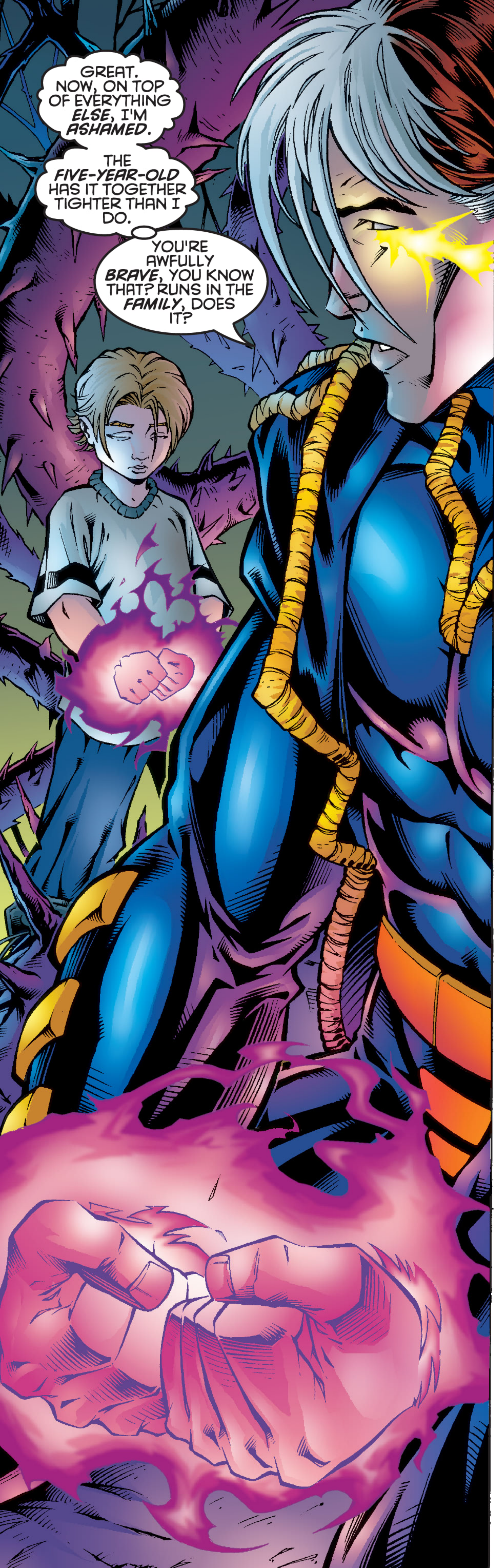
FRANKLIN ISN'T AS HAMPERED!

NOTHING'S IMPOSSIBLE TO ONSLAUGHT... NOT WHEN HE HAS THE POWER OF X-MAN -- AND THE IMAGINATION OF OUR SON -- AT HIS COMMAND!



THOR! STORM! CRYSTAL! SEE WHAT YOU CAN DO TO CONTAIN THE UPHEAVAL AND KEEP US ALIVE!

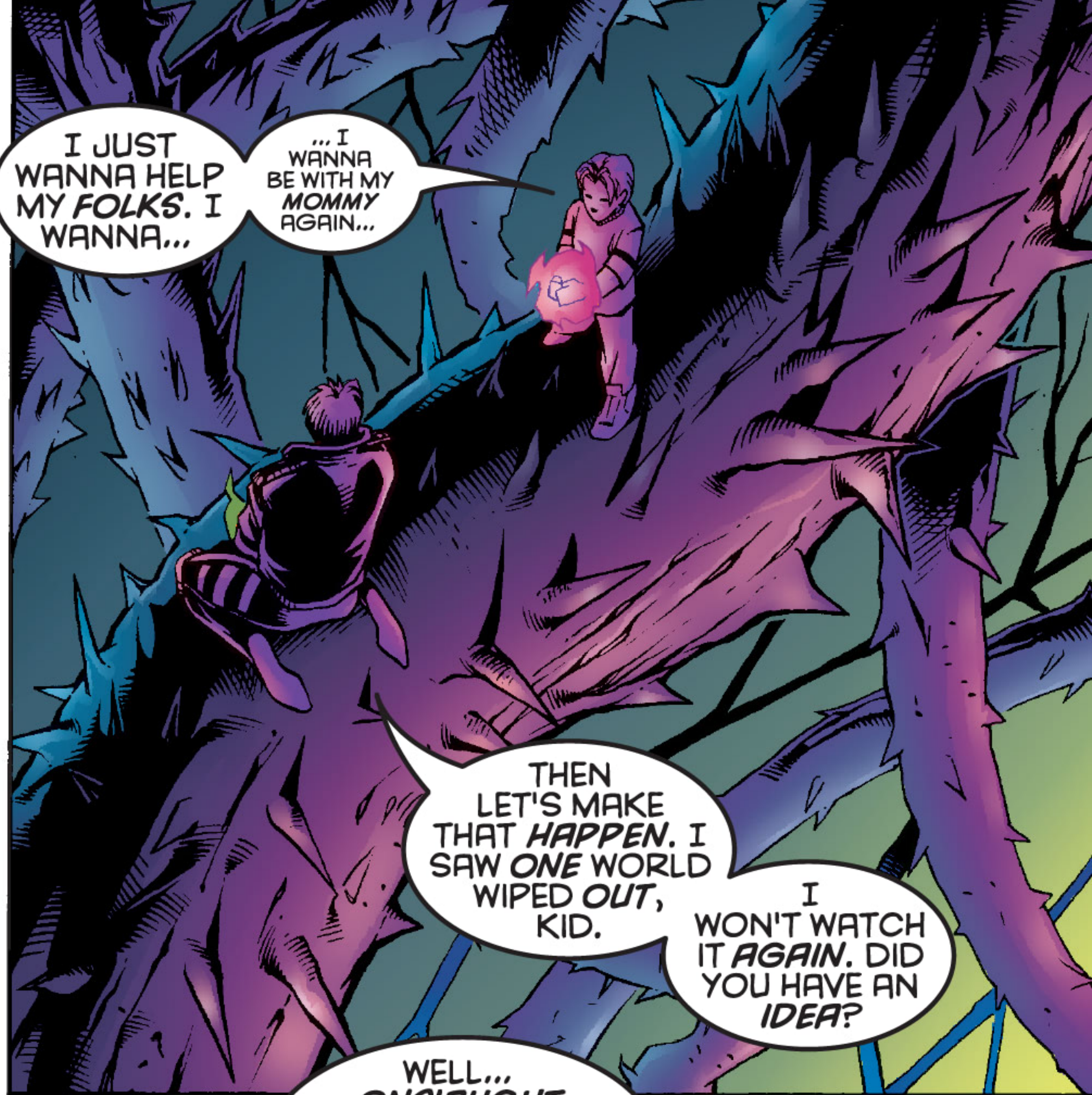
THE REST OF US HAVE TO GET TO ONSLAUGHT -- FAST!



GREAT.
NOW, ON TOP
OF EVERYTHING
ELSE, I'M
ASHAMED.

THE
FIVE-YEAR-OLD
HAS IT TOGETHER
TIGHTER THAN I
DO.

YOU'RE
AWFULLY
BRAVE, YOU KNOW
THAT? RUNS IN THE
FAMILY, DOES
IT?

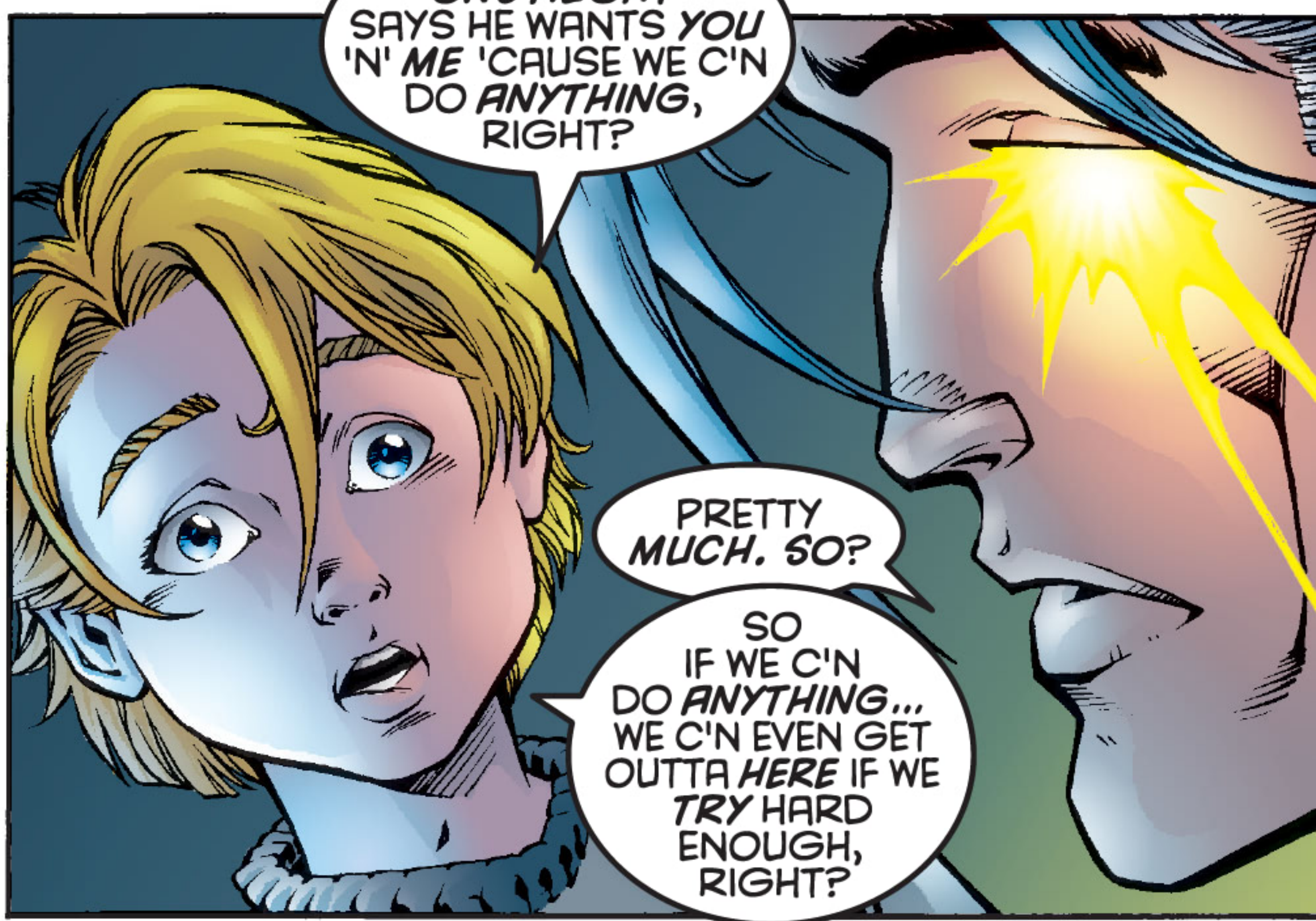


I JUST
WANNA HELP
MY FOLKS. I
WANNA...

... I
WANNA
BE WITH MY
MOMMY
AGAIN...

THEN
LET'S MAKE
THAT HAPPEN. I
SAW ONE WORLD
WIPED OUT,
KID.

I
WON'T WATCH
IT AGAIN. DID
YOU HAVE AN
IDEA?



WELL...
ONS'AUGHT
SAYS HE WANTS YOU
'N' ME 'CAUSE WE C'N
DO ANYTHING,
RIGHT?

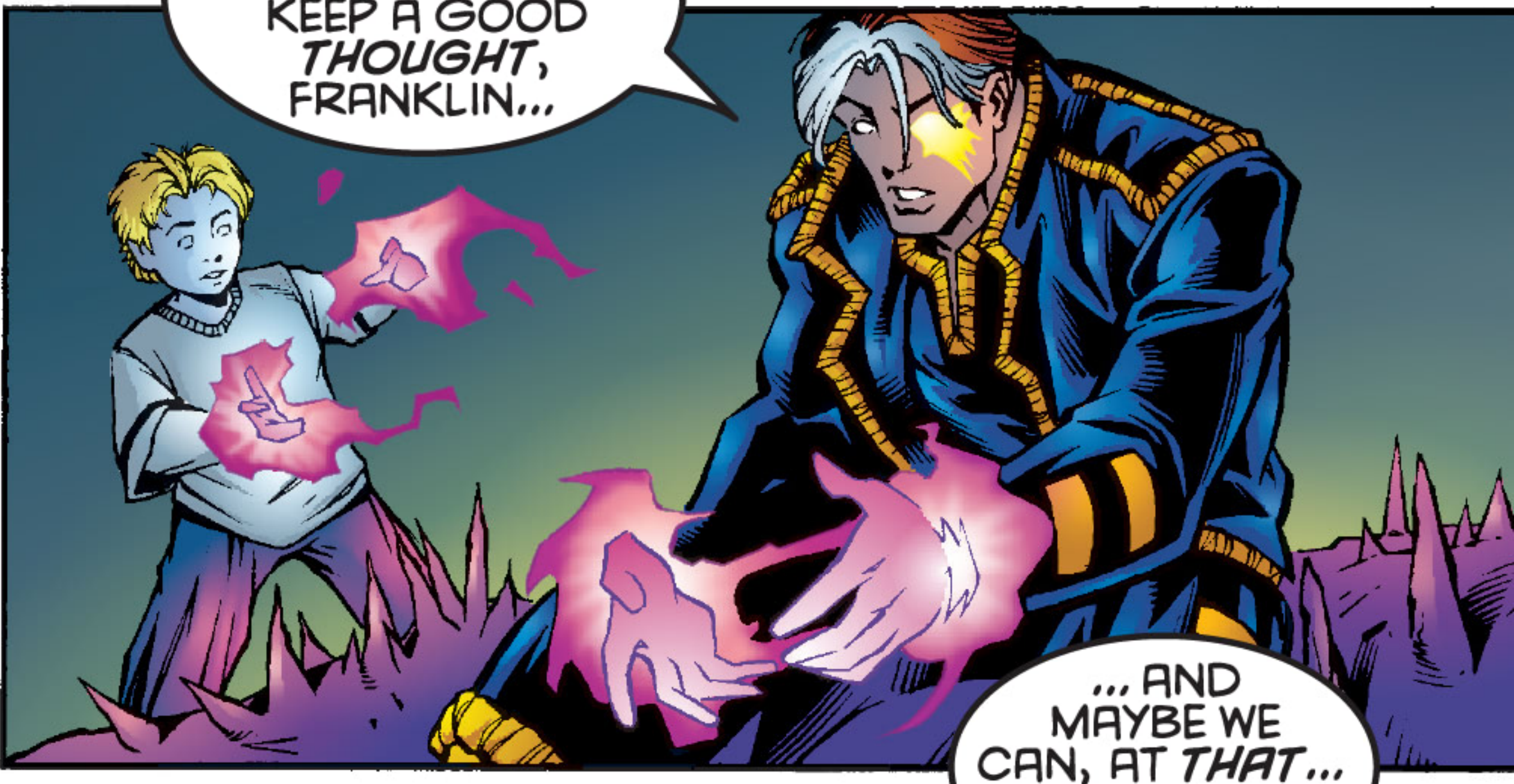
PRETTY
MUCH. SO?

SO
IF WE C'N
DO ANYTHING...
WE C'N EVEN GET
OUTTA HERE IF WE
TRY HARD
ENOUGH,
RIGHT?

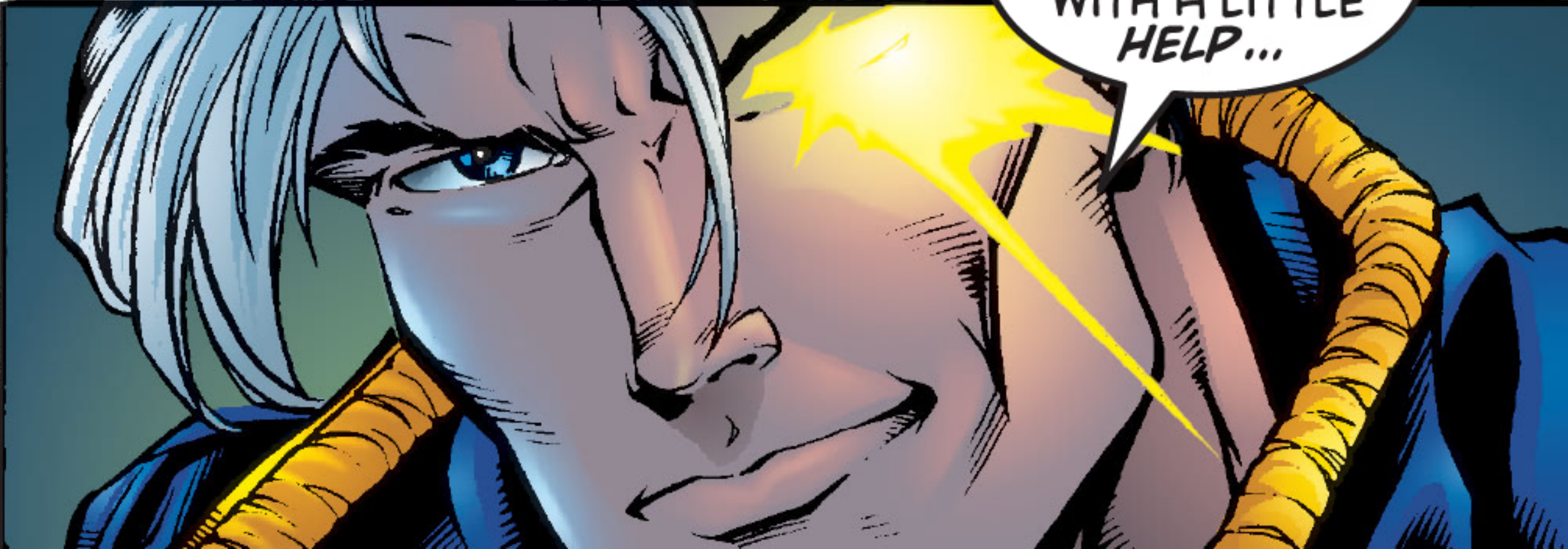


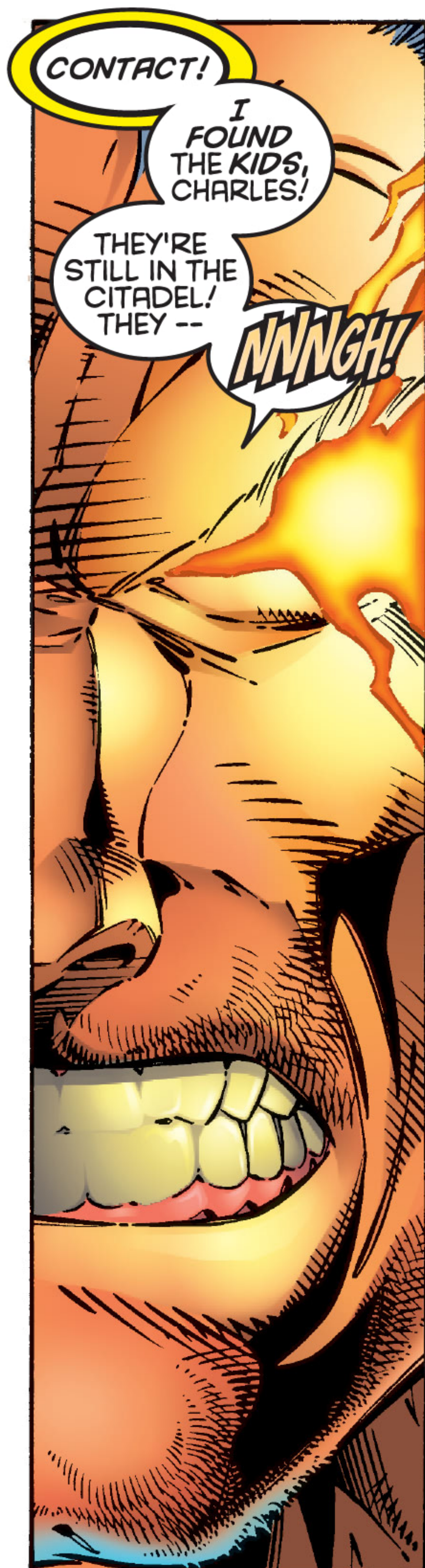
Huh. NOT EXACTLY THE
SUPER-STRATEGY
I WAS HOPING
FOR...

... BUT
MAYBE THERE'S
SOME TRUTH TO IT.
KEEP A GOOD
THOUGHT,
FRANKLIN...



... AND
MAYBE WE
CAN, AT THAT...
WITH A LITTLE
HELP...





CONTACT!

I FOUND THE KIDS, CHARLES!

THEY'RE STILL IN THE CITADEL! THEY --

NNNGH!



CABLE? ARE YOU ALL RIGHT?

BARELY.

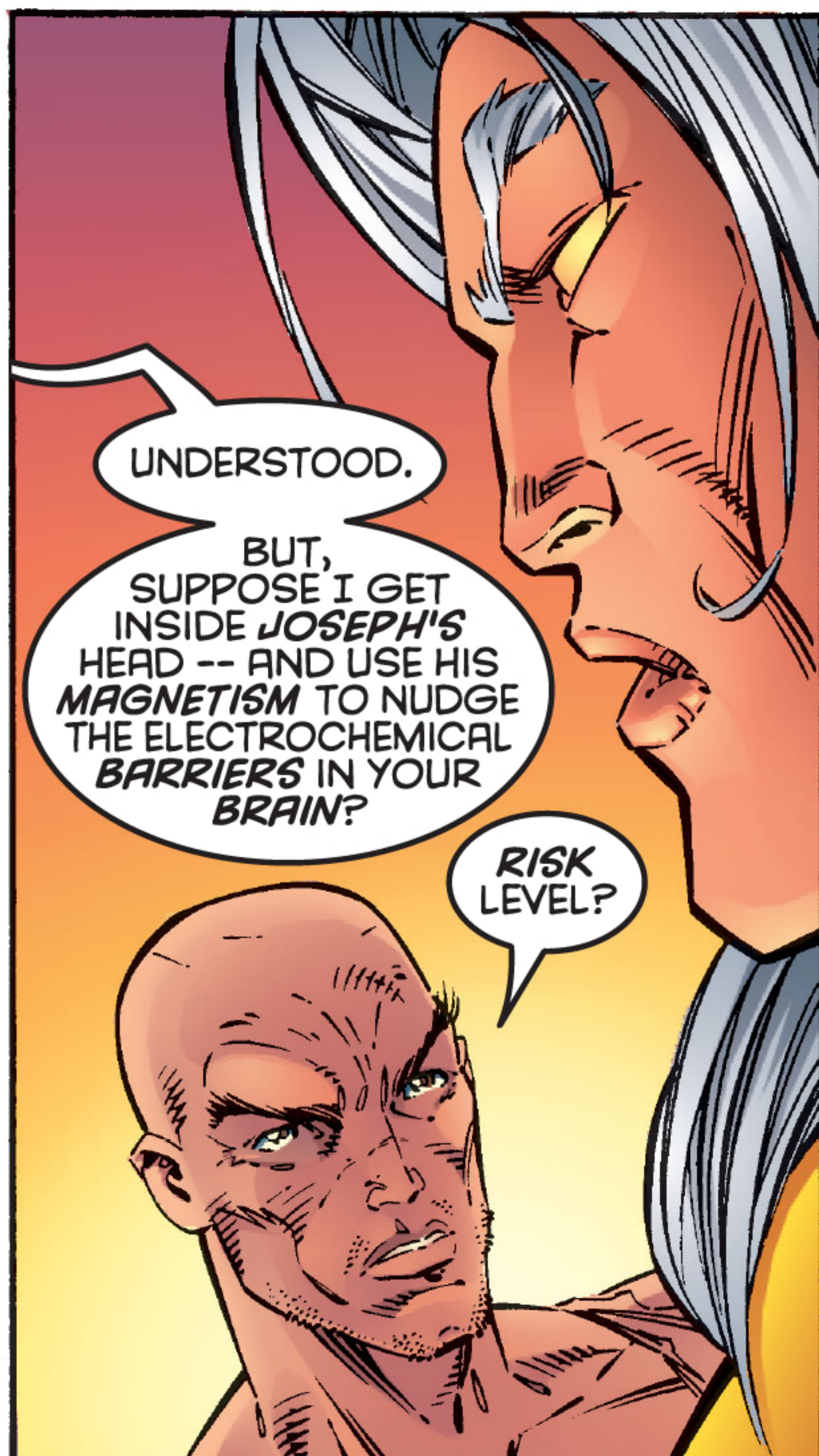
THE *TECHNO-VIRUS* IN MY SYSTEM -- IT TAKES ALL MY CONCENTRATION TO KEEP IT AT BAY. WORRY ABOUT ME LATER.

I LOCATED FRANKLIN AND NATE WITH A *TELEPATHIC PROBE*, CHARLES.

I CAN *TETHER* THEM *PSIONICALLY* -- GIVE THEM A PATH TO FOLLOW OUT ONCE *ONSLAUGHT* IS DESTROYED --

-- BUT ONLY WITH YOUR HELP.

WHICH WOULD NOT AMOUNT TO MUCH. AGAIN, *ONSLAUGHT* SHUT DOWN MY MENTAL POWERS.



UNDERSTOOD.

BUT, SUPPOSE I GET INSIDE *JOSEPH'S* HEAD -- AND USE HIS *MAGNETISM* TO NUDGE THE *ELECTROCHEMICAL BARRIERS* IN YOUR BRAIN?

RISK LEVEL?



NOT *SMALL*. IT COULD BACKFIRE ON ALL OF US.

BUT THE LIVES OF *TWO INNOCENTS* ARE ON THE LINE.

IN, JOSEPH?

HOW CAN I NOT BE?

NO. I FORBID THIS. I --



-- HAVE NO CHOICE IN THE MATTER. EVEN THOUGH MY *PAST SINS* ARE APPARENTLY INFINITE IN NUMBER...

... I'LL PAY BACK MY DEBTS ONE LIFE AT A TIME IF THAT'S WHAT IT TAKES.

DO WHAT YOU MUST.



... A PITY
THAT I AM SO
OFTEN FORCED TO
SAVE YOU FROM
YOURSELVES.

AS EVER,
THE GENIUS OF
VICTOR VON DOOM
WILL BE OUR ONLY
SALVATION.

ONSLAUGHT
USES MUCH OF
HIS MIGHT TO MAINTAIN
HIS FORCE-FIELD. IN ORDER
TO ERADICATE THE FIELD,
WE MUST DISTRACT
HIM.

AND
WE TRUST YOU
BECAUSE..?

BECAUSE I
HAVE NO INTEREST IN
BETRAYING YOU SIMPLY
TO RULE A PLANET OF
CINDER AND ASH,
CHILD.

ONSLAUGHT
MUST BE
STOPPED.

OUR
NEXT MOVE
IS YOURS AND
YOURS ALONE. ONLY
YOU TWO TOGETHER
HAVE THE POWER
TO STUN OUR
FOE.



YOU
DON' SAY.

HOW
MUCH DOES
DOOM KNOW
'BOUT US,
PANTHER?

YOU
WOULD BE
SURPRISED,
GAMBIT.

I
ALWAYS
AM...



"NEW YORKERS ARE
NOT GIVEN TO PANIC.
MUCH HAVE THEY SEEN
THROUGH THE YEARS..."

FOGGY,
WHAT'S
HAPPENING?

I
DON'T KNOW,
KAREN...



"... AND YET, AS THE VERY
AIR BECAME THE COLOR
OF FIRE, THEY WONDERED
IF THIS SUNRISE WOULD
BE THE LAST..."



"... EMPLOYEES
AND TYRANTS
ALIKE."

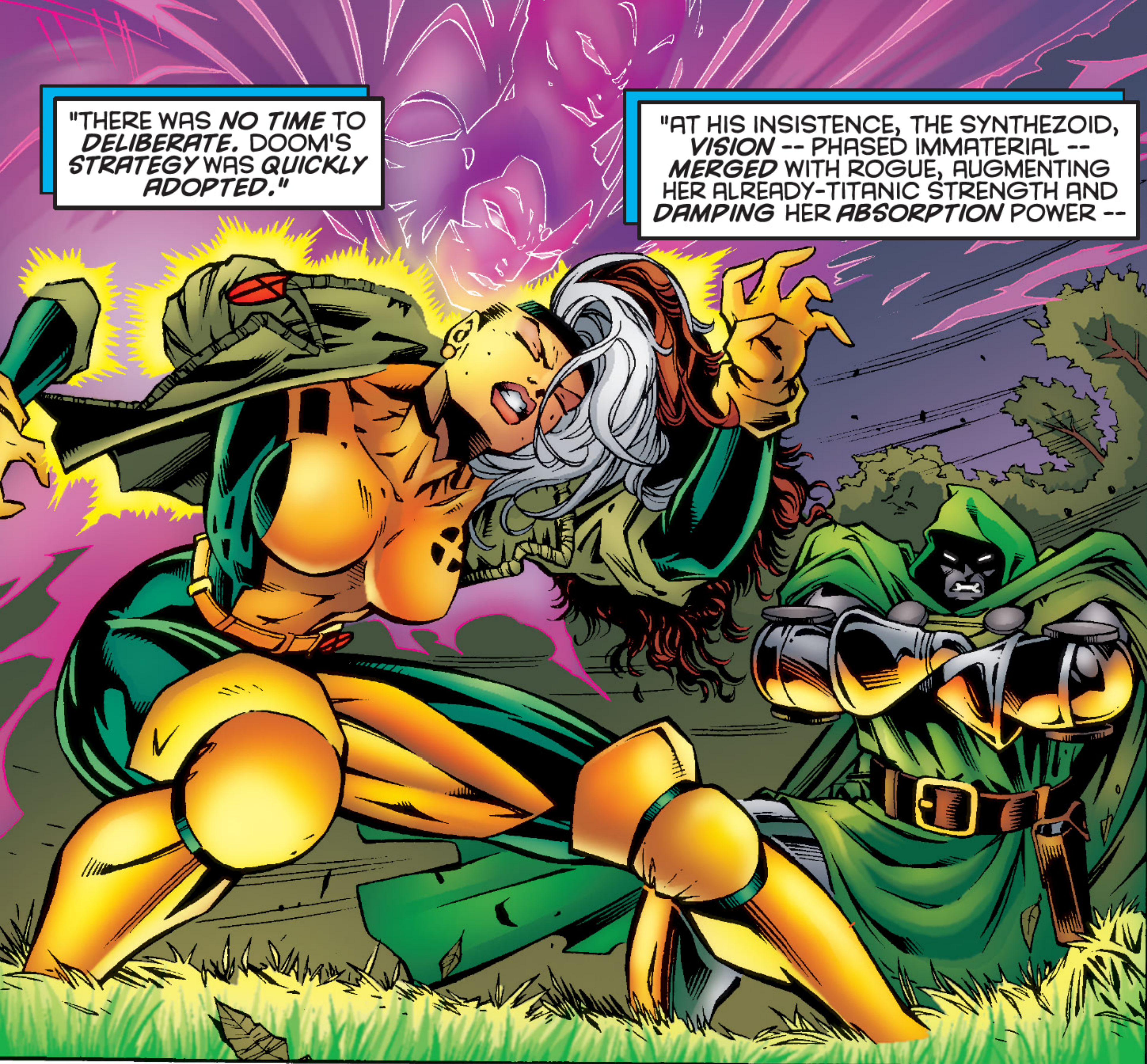
ALL THE BUGLE
REPORTERS ARE ON
THE STREET, JONAH! WE
CAN GET THIS INTO
TOMORROW'S
EDITION!

PROVIDED
THERE IS ONE,
ROBBIE!

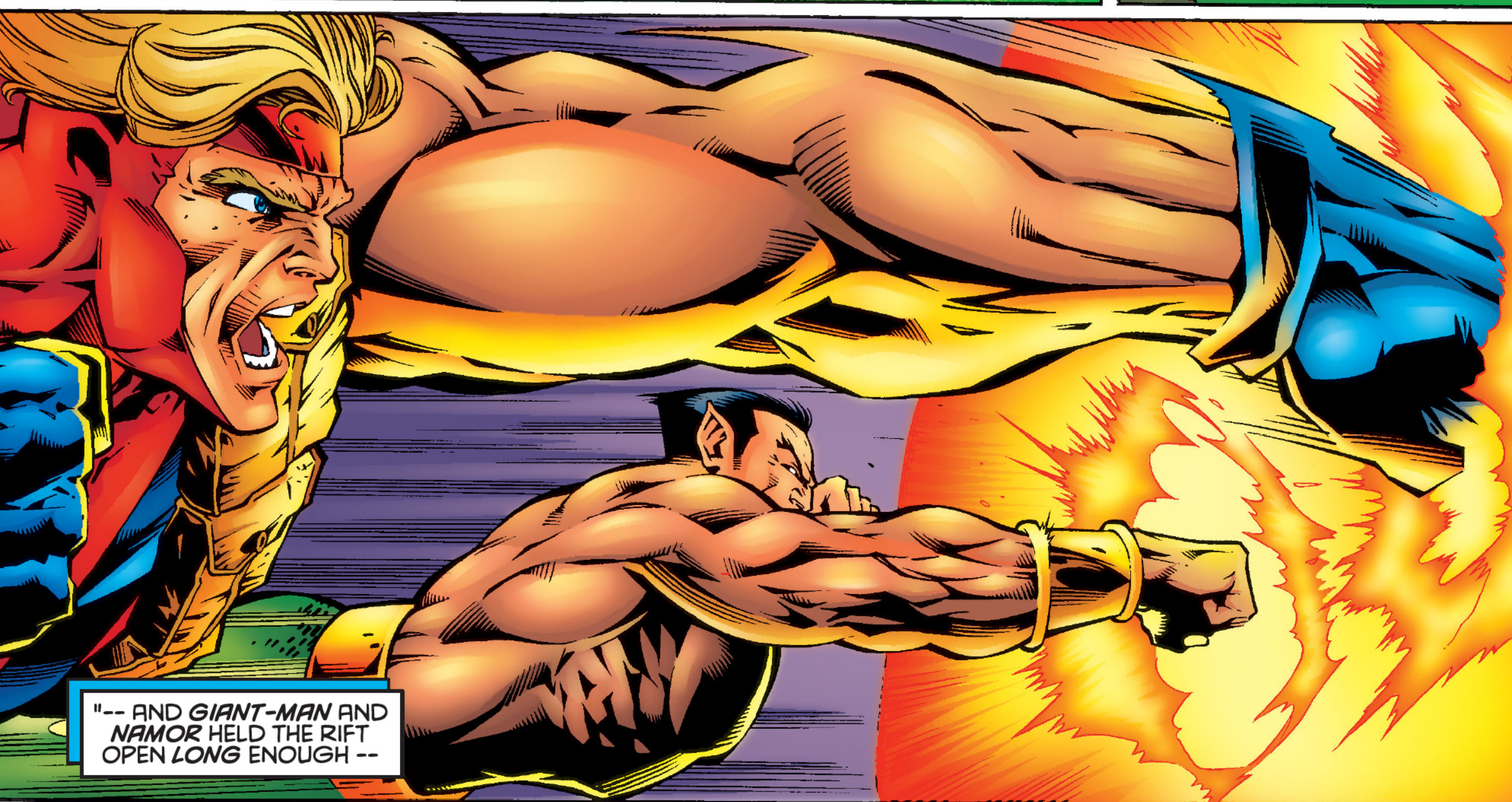
PROVIDED
THERE IS
ONE...

"THERE WAS NO TIME TO DELIBERATE. DOOM'S STRATEGY WAS QUICKLY ADOPTED."

"AT HIS INSISTENCE, THE SYNTHEZOID, VISION -- PHASED IMMATERIAL -- MERGED WITH ROGUE, AUGMENTING HER ALREADY-TITANIC STRENGTH AND DAMPING HER ABSORPTION POWER --



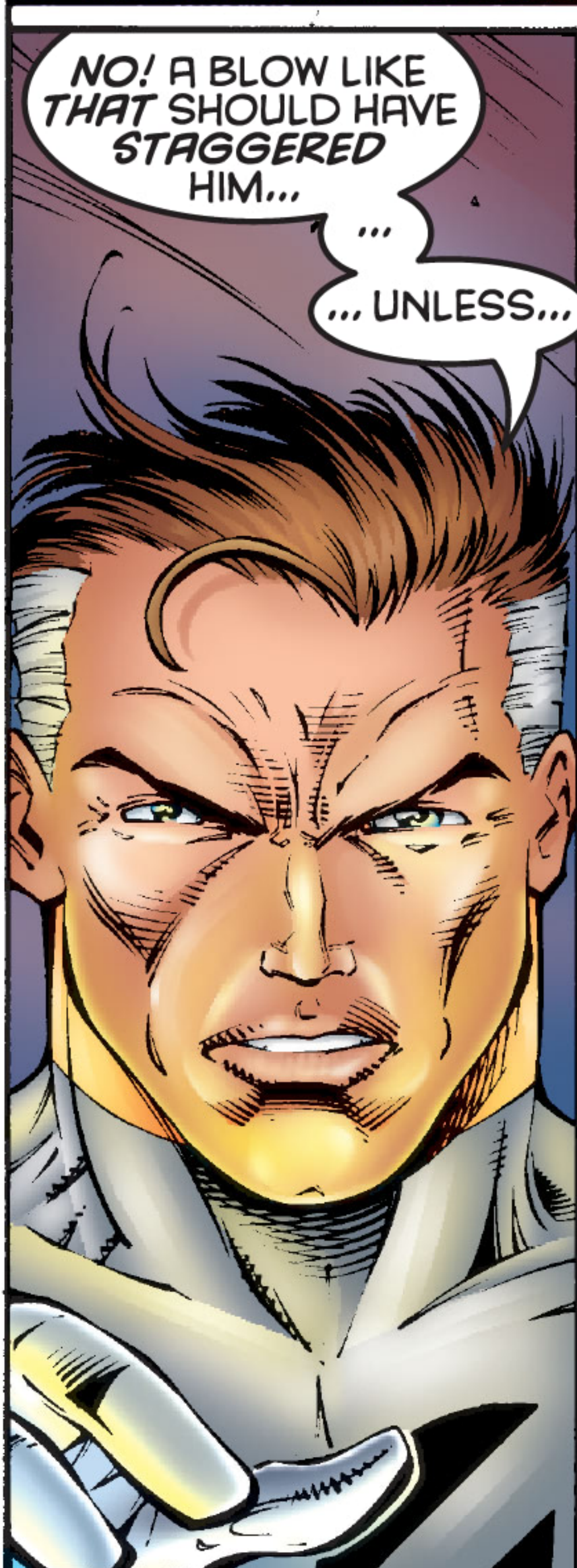
"-- WHILE WOLVERINE PIERCED ONSLAUGHT'S FIELD WITH **BERSERKER RAGE** --



"-- AND **GIANT-MAN** AND **NAMOR** HELD THE RIFT OPEN LONG ENOUGH --

"-- TO ALLOW A MOMENT'S PASSAGE."







GODDESS,
THE NOISE...
...OF
A BEAST
BELLING
WITH FURY.

DOOM'S
PLAN
WORKED!

THE
FORCE
BARRIER IS
FADING!
ONSLAUGHT'S
STRUGGLING
TO MAINTAIN
CONTROL!

THIS
IS OUR
CHANCE!



SEND
ME IN,
COACH!

I
CAN TAKE
HIM, PHOENIX...
BUT YOU HAVE
TO HELP.

YOU HAVE TO
ENTER MY BRAIN
TELEPATHICALLY --
AND TURN BANNER
"OFF."

SHUT HIM
DOWN.

YOUR
HUMAN SIDE?
I CAN'T --

MY
CONTROL
SIDE -- AND YOU
HAVE TO.

IT'S
THE ONLY
WAY.



PREPARE
YOURSELF, THEN.
I'M REACHING
INTO YOUR
MIND...

WHO'S
BETTY?

LEAVE
ME THAT,
OKAY?

DO
IT.



NYAARGH!

I
DIDN'T SAY
IT WOULDN'T BE
PAINFUL... BUT WE
COULD DO A LOT
WORSE THAN TO
MAKE YOU
ANGRY.

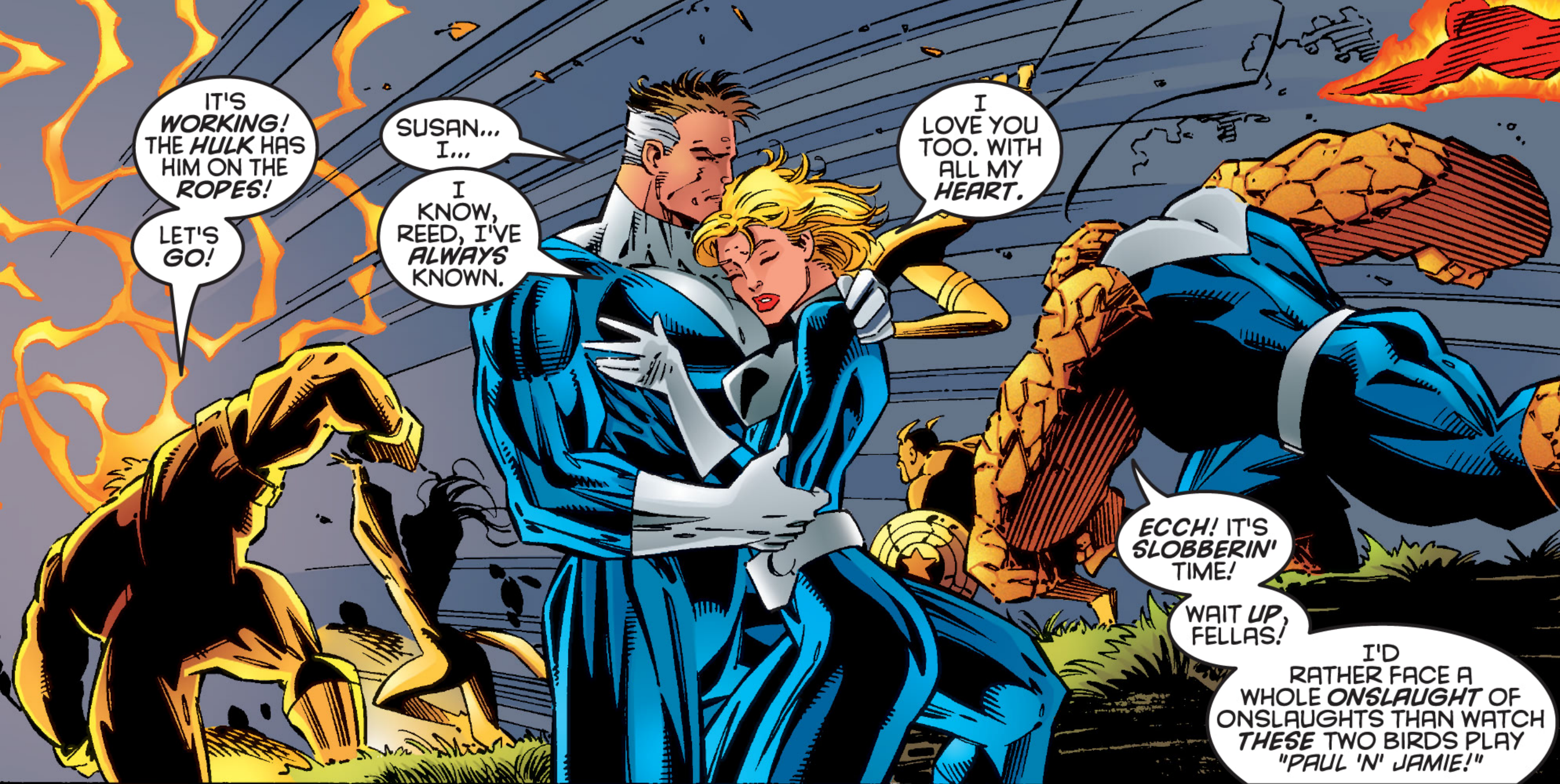
BANNER?
BANNER, ARE
YOU THERE?

BANNER...



...IS
PUNY.





IT'S WORKING!
THE HULK HAS HIM ON THE ROPES!

LET'S GO!

SUSAN...
I...

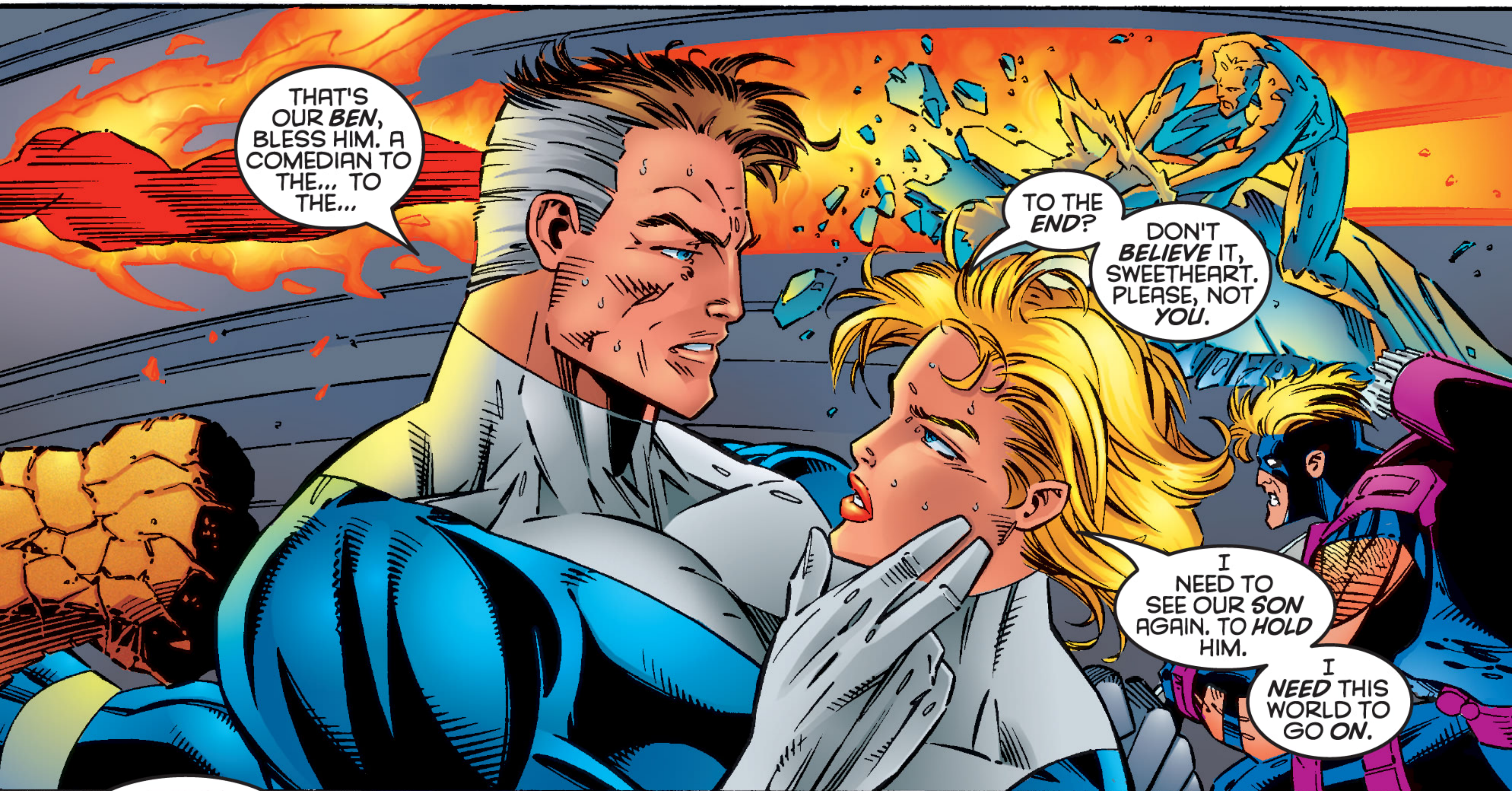
I KNOW,
REED, I'VE ALWAYS KNOWN.

I LOVE YOU
TOO. WITH ALL MY HEART.

ECCH! IT'S SLOBBERIN' TIME!

WAIT UP, FELLAS!

I'D RATHER FACE A WHOLE ONSLAUGHT OF ONSLAUGHTS THAN WATCH THESE TWO BIRDS PLAY "PAUL 'N' JAMIE!"



THAT'S OUR BEN, BLESS HIM. A COMEDIAN TO THE... TO THE...

TO THE END?

DON'T BELIEVE IT, SWEETHEART. PLEASE, NOT YOU.

I NEED TO SEE OUR SON AGAIN. TO HOLD HIM.

I NEED THIS WORLD TO GO ON.



DON'T WORRY, HONEY. I'M NOT GIVING UP...

... BUT LOOK AROUND -- AT THE MASKS AND THE MUTANTS WHO WALKED THE TRAIL WE BLAZED.

WHY DID THAT TRAIL TAKE US ALL HERE -- TO THIS MOMENT?

I DON'T UNDERSTAND.

YOU'RE SAYING THIS BATTLE IS WHAT ALL THESE YEARS HAVE BEEN LEADING UP TO?

FOR THE FIRST TIME IN MY LIFE... I HAVE ABSOLUTELY NO IDEA.

AND, SUSAN?

THAT SCARES ME.



"EVERY BLOW
UNLEASHED BY
THE JADE GIANT
UNFETTERED
MORE OF
ONSLAUGHT'S
MIGHT."



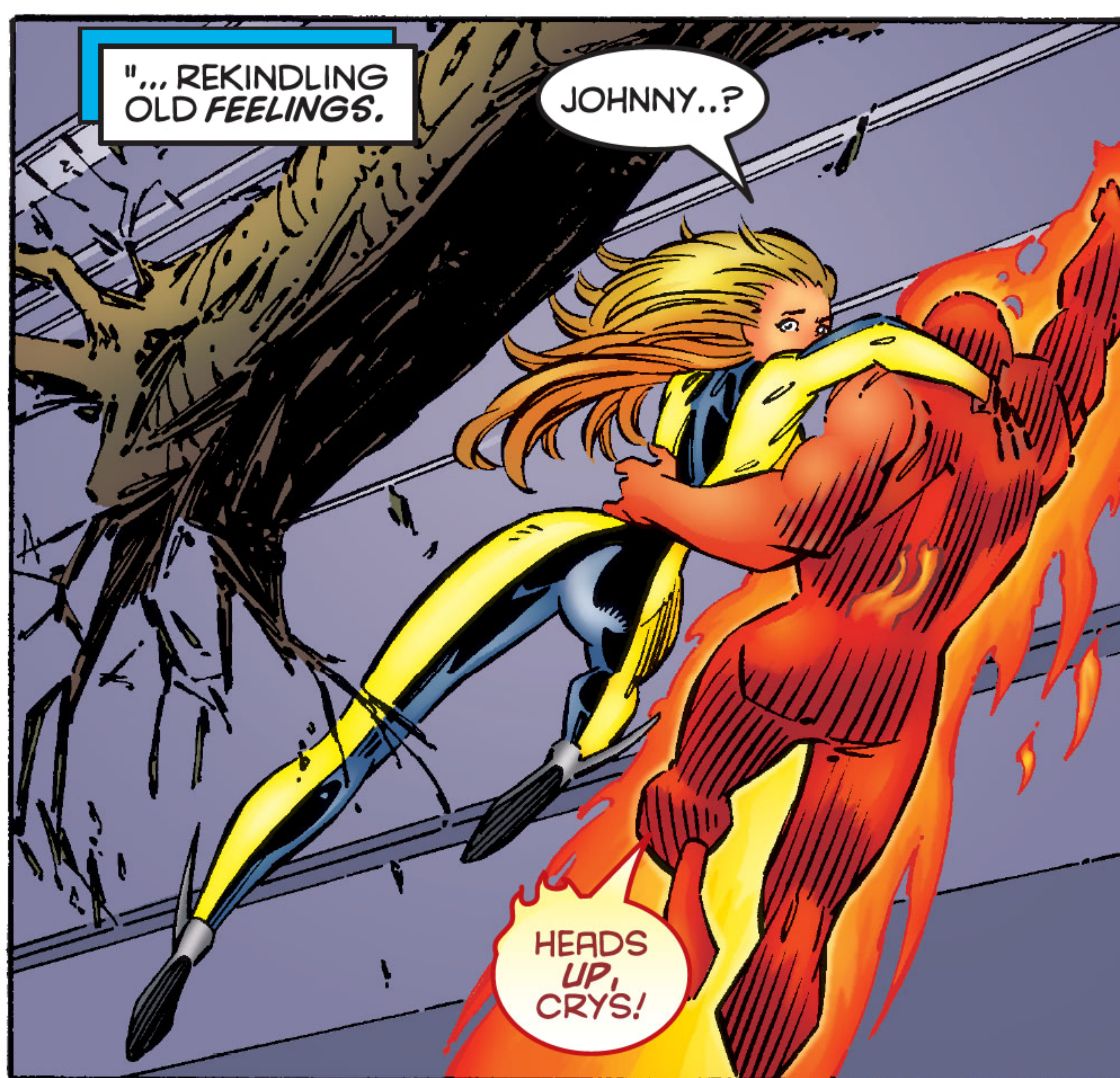
"EARTH'S HEROES
BRAVED A *PSIONIC*
CYCLONE TO REACH
THEIR FOE..."

"... POOLING
THEIR
POWERS..."



"... PUTTING
ASIDE OLD
RIVALRIES..."

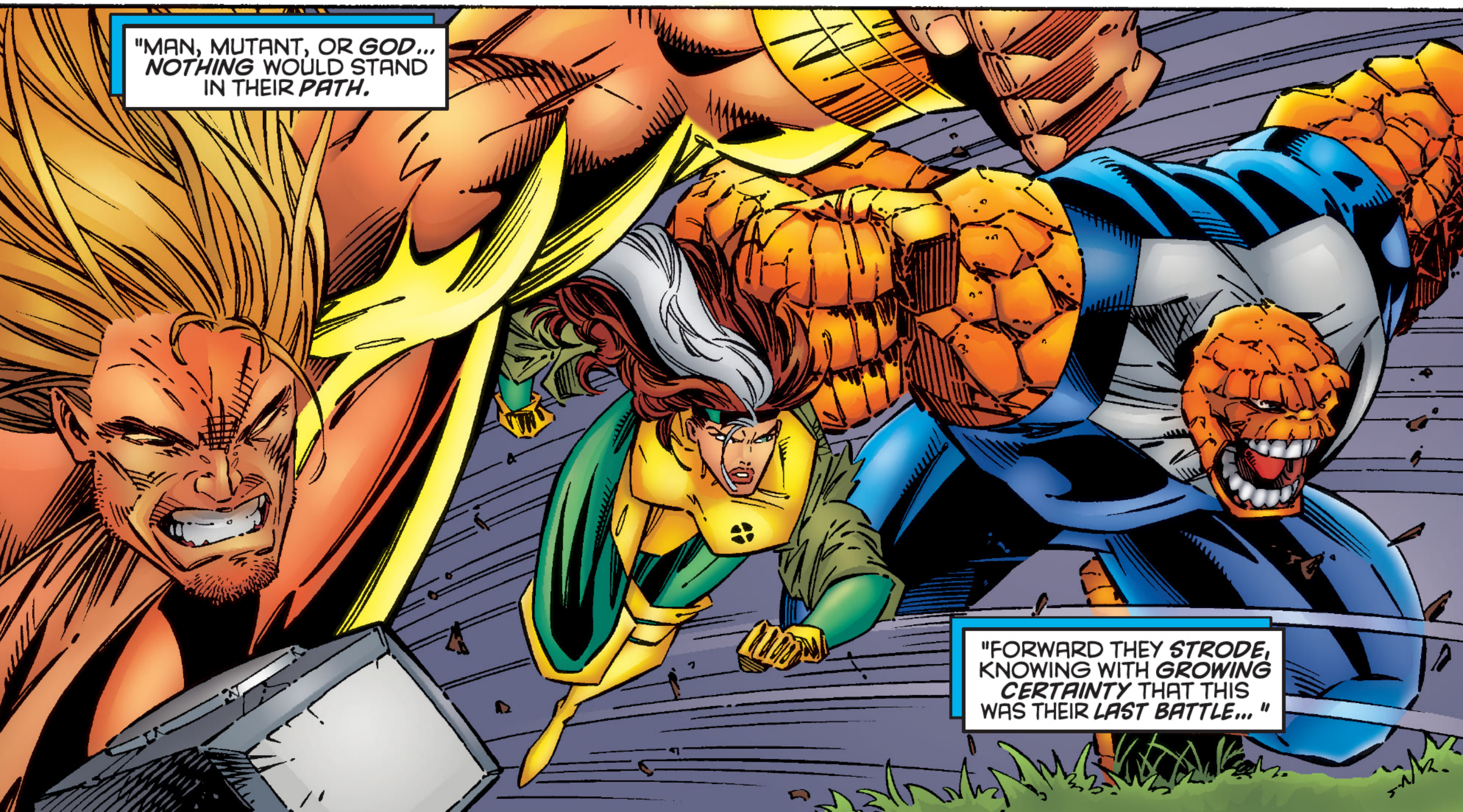
VISION,
MY BROTHER --
HOLD TO ME!



"... REKINDLING
OLD FEELINGS."

JOHNNY..?

HEADS
UP,
CRYS!



"MAN, MUTANT, OR GOD...
NOTHING WOULD STAND
IN THEIR PATH."

"FORWARD THEY STRODE,
KNOWING WITH GROWING
CERTAINTY THAT THIS
WAS THEIR LAST BATTLE..."

"... COMFORTED
ONLY BY THE
KNOWLEDGE
THAT THERE WAS
NO BETTER WAY
TO GO..."



"... THAN
BESIDE
OLD
FRIENDS."



"THE AIR RANG WITH *ATOMIC THUNDER*."

"FOR MILES IN EVERY DIRECTION, WINDOWS SHATTERED... GROUND TREMBLED."

"THERE WAS FEAR IN EVERY HEART..."



"... SAVE *ONSLAUGHT'S*."

YOU CANNOT WIN, YOU GENETIC FREAK!



JUDGMENT HAS ALREADY BEEN PASSED! NO ONE WILL SURVIVE THE COMING OF *ONSLAUGHT*!

NO ONE IS WORTHY!



THIS IS *TRISH TILBY* REPORTING FOR *CHANNEL --*

WOW.



THOOM

THOOM

STEP ASIDE, YOUNGSTER! NEITHER *SLEET* NOR *HAIL* NOR...

... OH, MY...



I DESPISE
HUMANS FOR
THEIR PREJUDICE
AND HYPOCRISY
TOWARD THE
HOMO
SUPERIOR
RACE!

I LOATHE
MUTANTS FOR
THEIR COWARDLY
ATTEMPTS TO BE
ACCEPTED RATHER
THAN TO
RULE!

TELL
ME... HAVE I
FORGOTTEN
ANYONE?

JUST...
HULK.

MAKES...
HIM MAD.

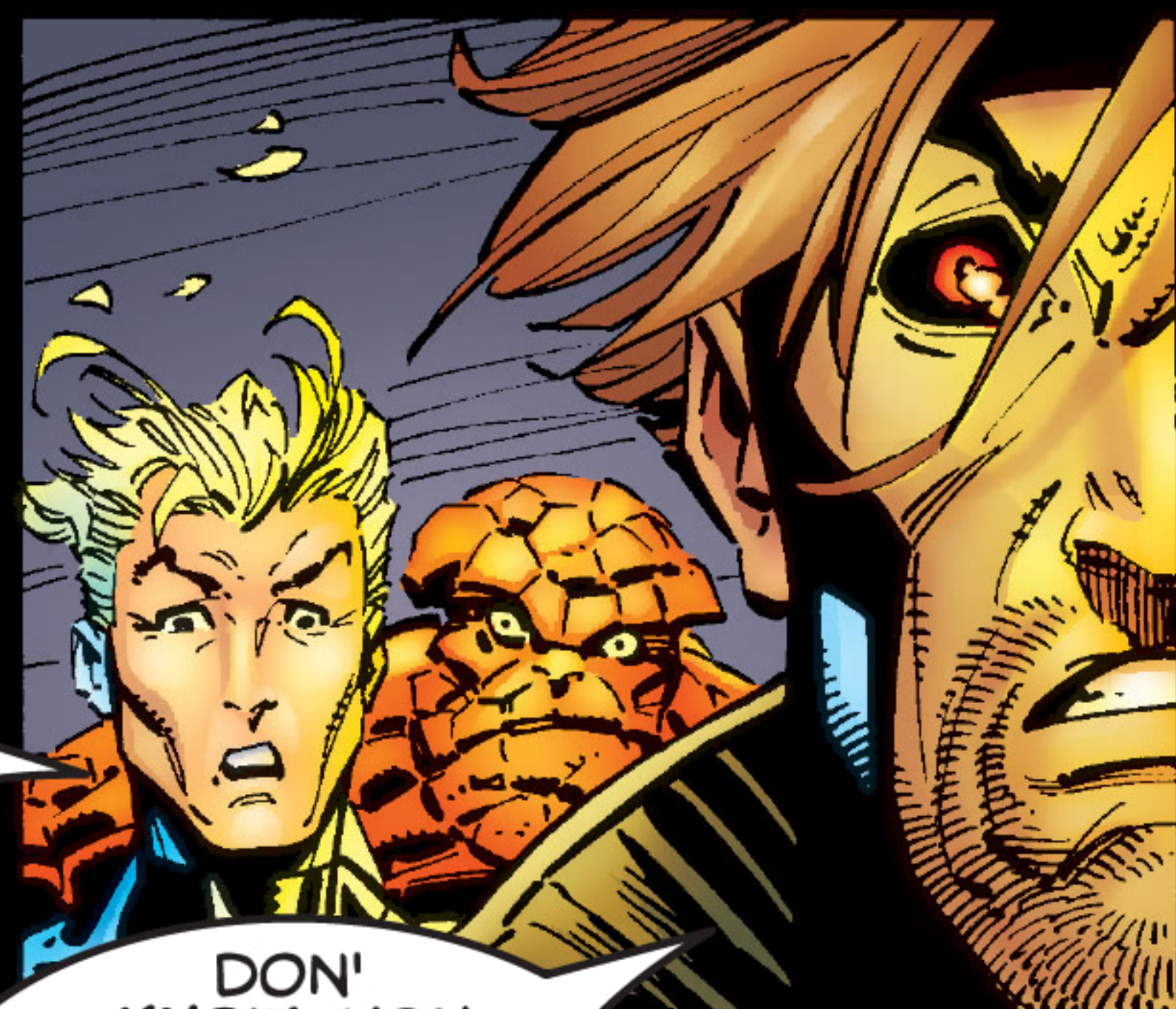
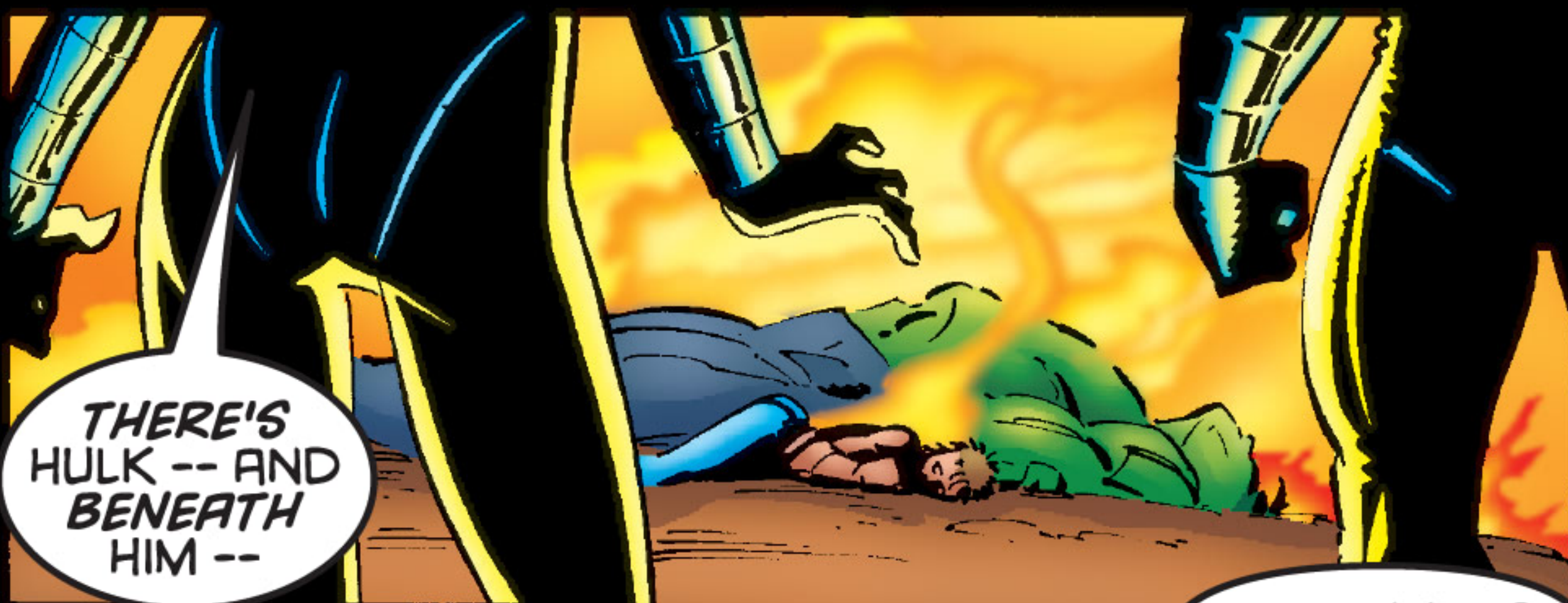
THE
MADDER...
HULK
GETS...

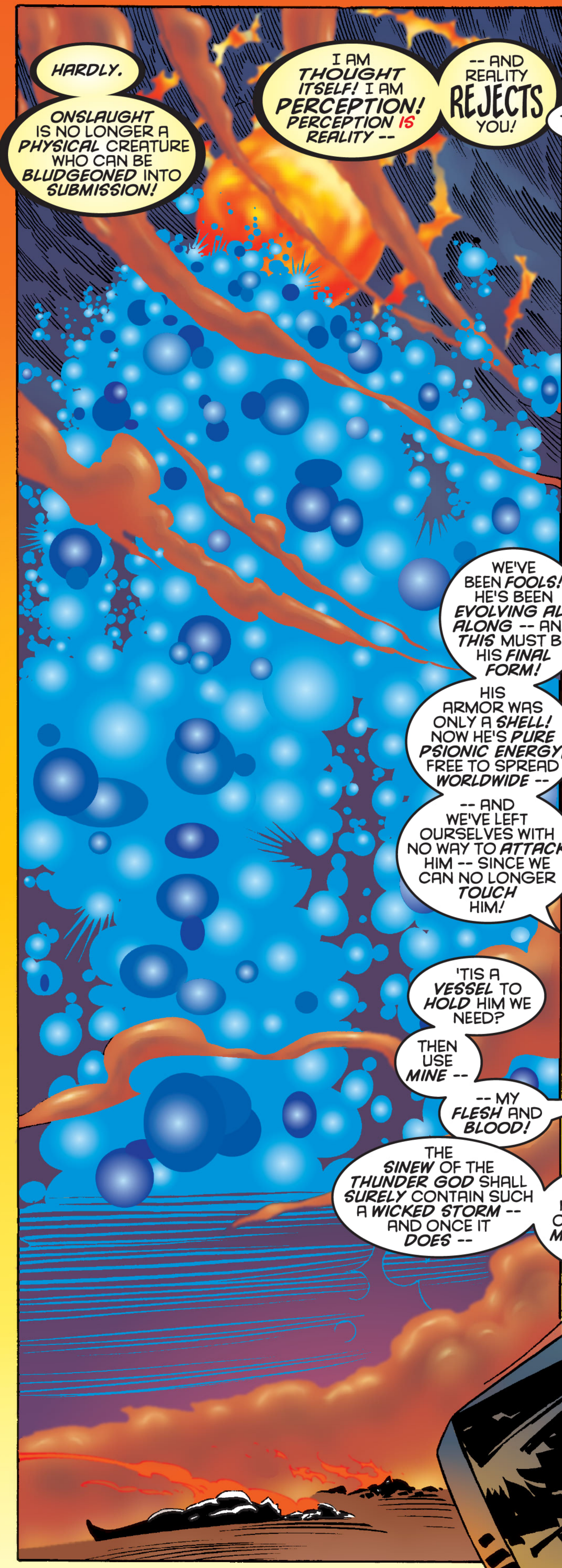
... THE
STRONGER...
HULK
GETS...

... AND
HULK...

... IS...

...ANGRY!





HARDLY.
ONSLAUGHT IS NO LONGER A PHYSICAL CREATURE WHO CAN BE BLUDGEONED INTO SUBMISSION!

I AM THOUGHT ITSELF! I AM PERCEPTION! PERCEPTION IS REALITY --

-- AND REALITY REJECTS YOU!

TRANSLATION?

WE'VE BEEN FOOLS! HE'S BEEN EVOLVING ALL ALONG -- AND THIS MUST BE HIS FINAL FORM!

HIS ARMOR WAS ONLY A SHELL! NOW HE'S PURE PSIONIC ENERGY, FREE TO SPREAD WORLDWIDE --

-- AND WE'VE LEFT OURSELVES WITH NO WAY TO ATTACK HIM -- SINCE WE CAN NO LONGER TOUCH HIM!

IT'S A VESSEL TO HOLD HIM WE NEED?

THEN USE MINE --

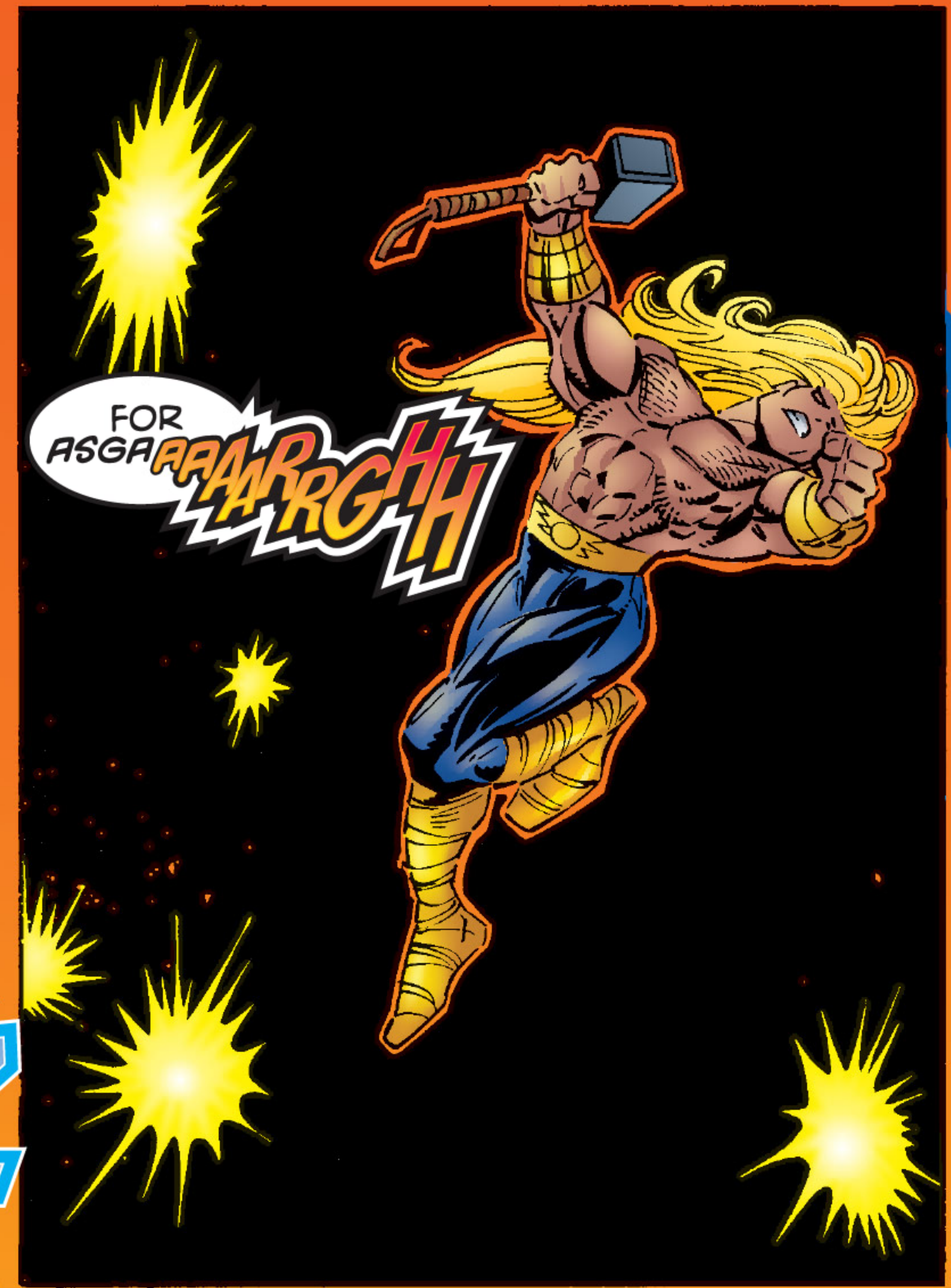
-- MY FLESH AND BLOOD!

THE SINEW OF THE THUNDER GOD SHALL SURELY CONTAIN SUCH A WICKED STORM -- AND ONCE IT DOES --

-- YOU MUST SHOW ME NO MERCY! ONLY BY FELLING ME CAN YOU FELL ONSLAUGHT!



FOR MIDGARD!
FOR ODIN!



FOR ASGARD

RRRRHH

THOR!
IT'S NOT WORKING! ONSLAUGHT'S TEARING HIM APART FROM WITHIN!
EVEN THOR CAN'T CARRY HIM ALONE!

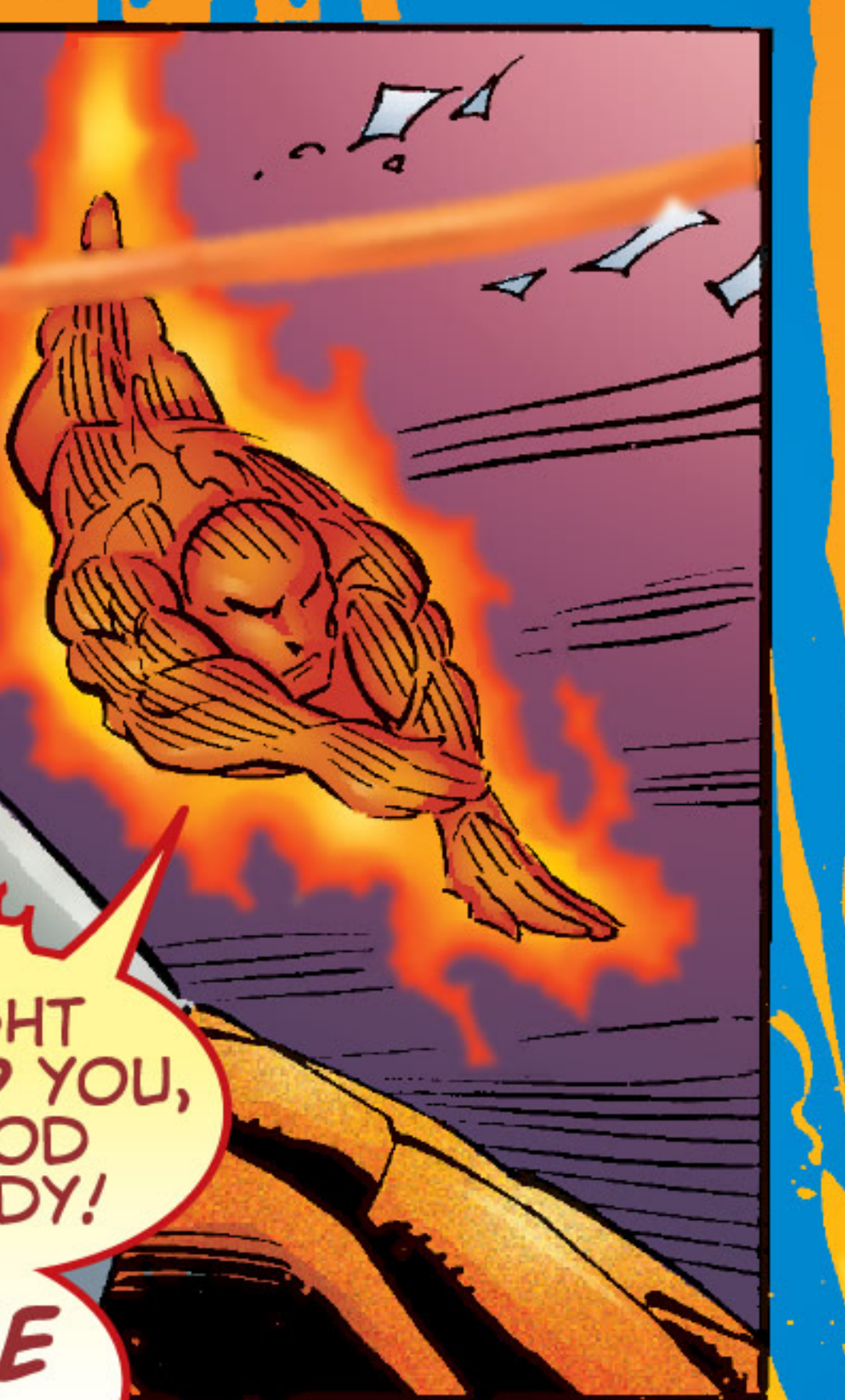


THEN ONE SIDE, STRETCHO! Mrs. GRIMM ALWAYS TAUGHT HER BOY BENJY TO LEND A HAND WHEN THERE'S HEAVY LIFTIN'!

YA WITH ME, MATCH-STICK?!

RIGHT BEHIND YOU, GOOD BUDDY!

FLAME ON!



JOHNNY! BEN!

NO!





'AARRH!'
WHAT
ARE YOU
MISERABLE
PARASITES
DOING?

YOU'RE
DRAAINING
MEEEE!



THEN
IT'S STARTING
TO WORK -- BUT
THEY'LL NEED MORE
MASS TO CONTAIN
HIM! I SHOULD
GO... BUT...

BUT
WHAT,
HANK?

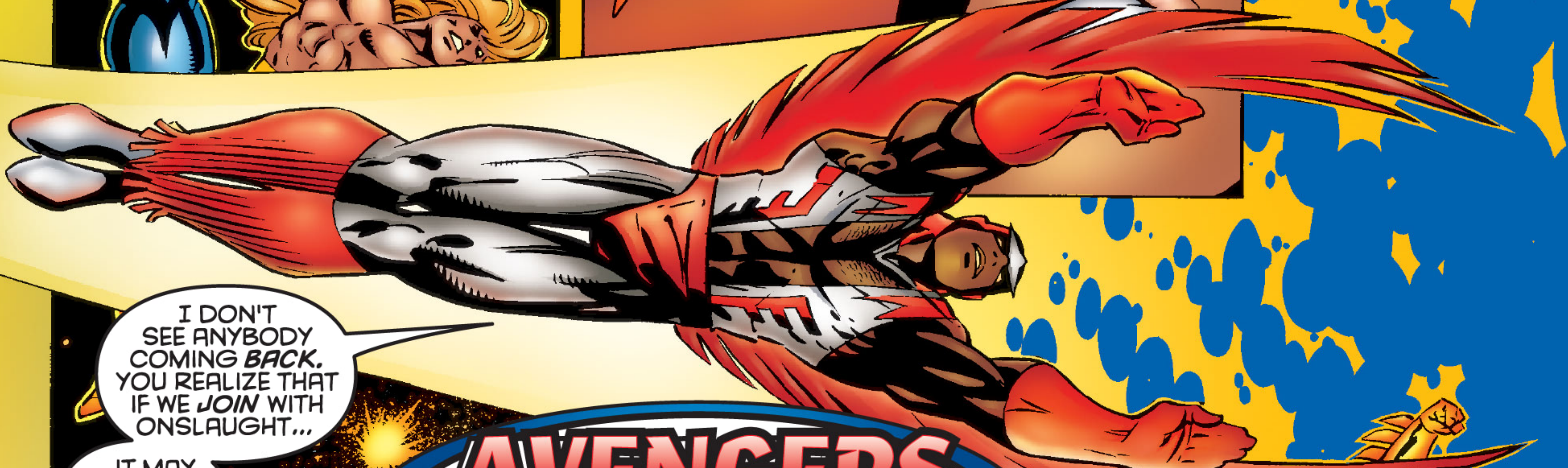
IT'S JUST
THAT... I KNOW
WE'VE HAD OUR
DIFFERENCES,
JAN...

... BUT
EVERY TIME
I'VE EVER
GONE OFF
WITHOUT
YOU...

... IT'S
BEEN A
MISTAKE.



HANK..?



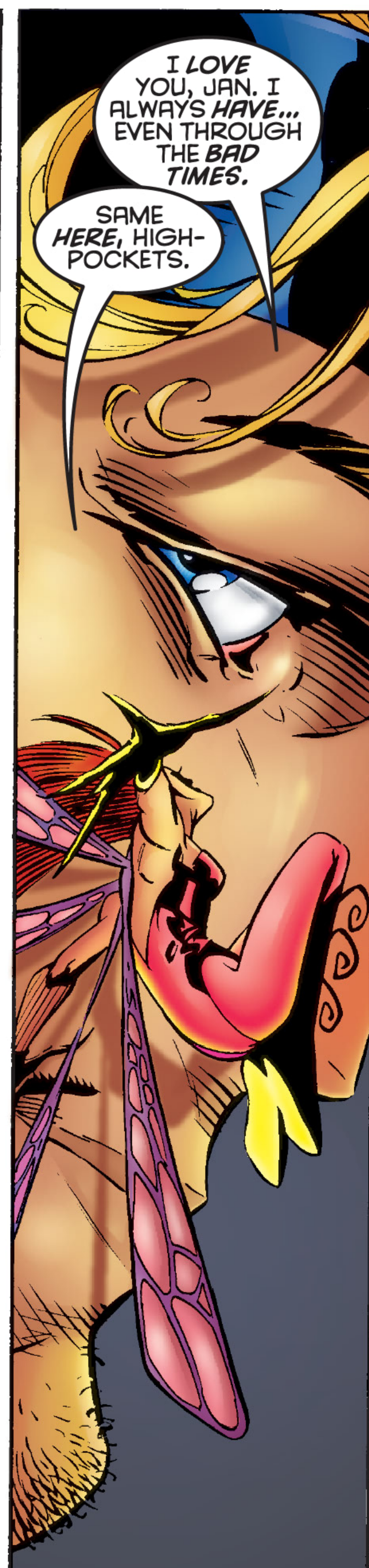
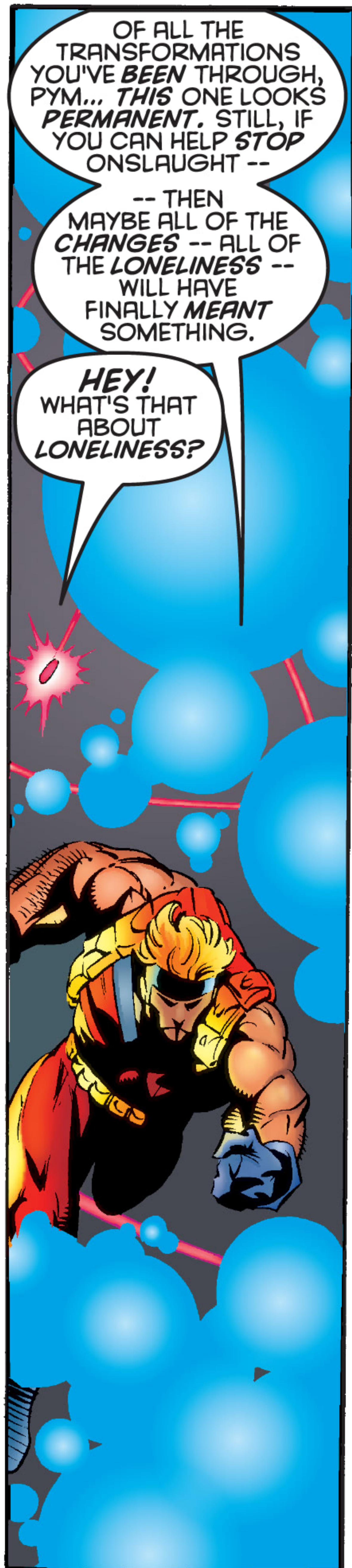
I DON'T
SEE ANYBODY
COMING BACK.
YOU REALIZE THAT
IF WE JOIN WITH
ONSLAUGHT...

... IT MAY
BE THE
LAST THING
WE EVER
DO?

I
REALIZE
THAT THE
WORLD'S AT
STAKE. DON'T
CONFUSE ME
WITH
DETAILS.

**AVENGERS
ASSEMBLE!**





"... OUTSIDE
AND IN."

THERE
THEY ARE!
NATE -- TAKE
MY HAND!

YOU BECAME
EVERYTHING PEOPLE
SAID YOU FEARED --
A MUTANT OUT OF
CONTROL!

I'M
ALWAYS ON THE
RUN BECAUSE OF
MANIACS LIKE
YOU!

THEN
DON'T TRUST
ME. TRUST
YOURSELF!

YOU
THINK THAT
IF YOU STAY HERE,
YOU'LL DIE... BUT
THE RUNNING
FINALLY
STOPS.

YOUR
HAND?

GOODBYE,
FRYING PAN --
HELLO, FIRE!

I'M
SUPPOSED
TO TRUST YOU?
LOOK AROUND!
THIS IS
YOU!

DON'T
GIVE IN
TO THAT,
NATE.

THERE
IS A WORLD
THAT WILL ACCEPT
YOU. IT'S SMALL, BUT
IT'S THERE. I DREAMT
IT AND I BUILT
IT.

YOU
HAVE THE
STRENGTH AND
COURAGE TO
FIND IT.

TAKE MY
HAND!





THE AIR *CRACKLES* WITH *RAW POWER*! WOULD THAT DOOM'S *ARMOR* COULD SIMPLY DRINK IT ALL IN!

STILL, MY *INGENIOUS ABSORPTION MODULE* CAN *CERTAINLY* STORE ENOUGH OF IT TO TURN THIS DAY TO MY *ADVANTAGE* --



WHO DARES?

SKRAAAK

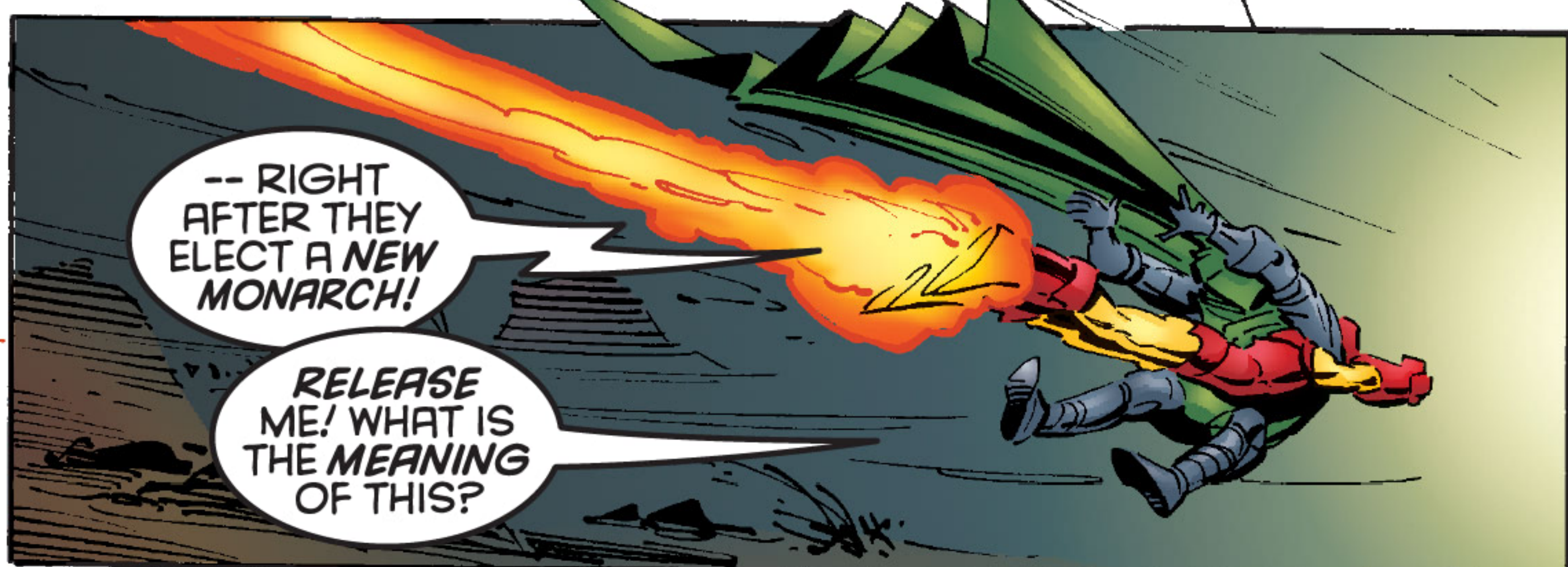


VIC! I'M CRUSHED! YOU GET SMACKED WITH AN *ARROW* --

-- AND YOU GOTTA ASK WHO?

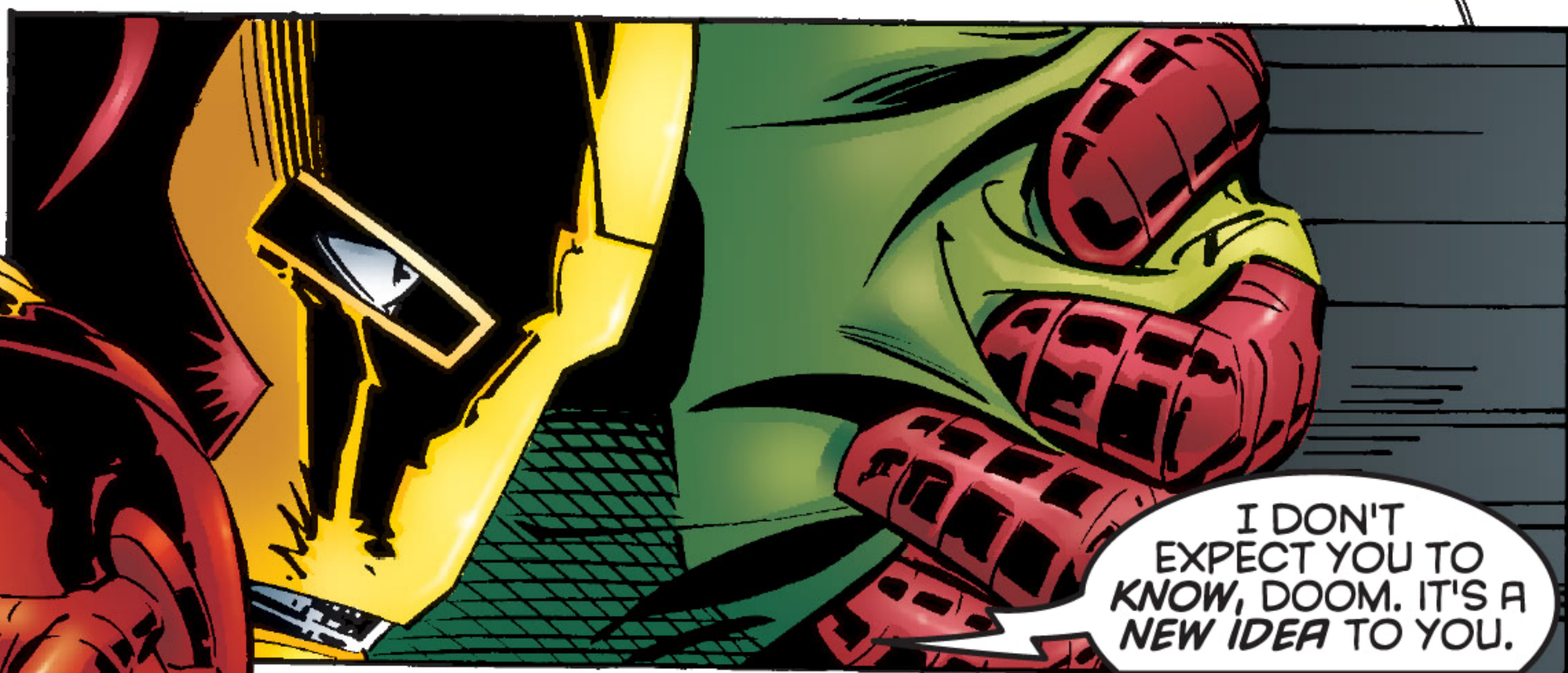


GUESS YOUR *FAN CLUB* DOESN'T HAVE A BRANCH IN *LATVERIA*, HAWKEYE! THAT'S ONE THING THEY'LL HAVE TO TAKE *CARE* OF THERE --



-- RIGHT AFTER THEY ELECT A *NEW MONARCH*!

RELEASE ME! WHAT IS THE *MEANING* OF THIS?



I DON'T EXPECT YOU TO *KNOW*, DOOM. IT'S A *NEW IDEA* TO YOU.



IT'S CALLED *SACRIFICE*.

KRAAK



AND THAT'S **EVERYONE** BUT US. WE WERE THE **FIRST...** AND WE'LL BE THE **LAST.**

READY, CYCLOPS?

YOU CAN COUNT ON **US**, Dr. RICHARDS.

I KNOW, SON. JUST MAKING **SURE.** WHATEVER **HAPPENS...**

... DO **NOT** HOLD **BACK.**



ONCE SUE AND I ARE IN, THE **X-MEN** HAVE TO HIT **ONSLAUGHT** WITH **EVERYTHING** THEY HAVE IN ORDER TO **BLAST** HIM OUT OF **EXISTENCE.**

OTHERWISE, WHAT WE'VE DONE HERE TODAY WILL BE FOR **NOTHING.** UNDERSTAND?

... OF **COURSE.**

GOOD. **SUE?** ON YOUR **COUNT.**



FOUR.



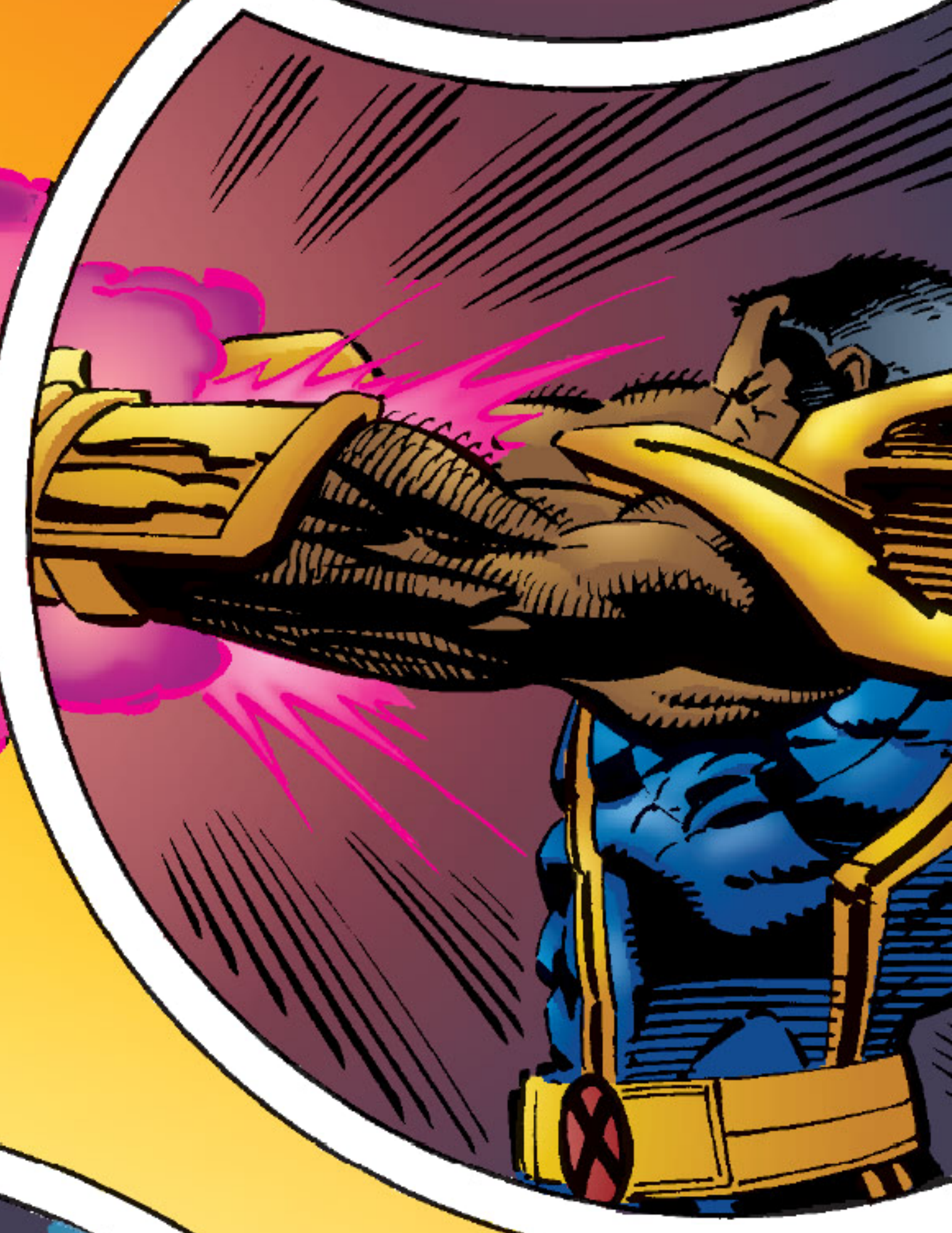
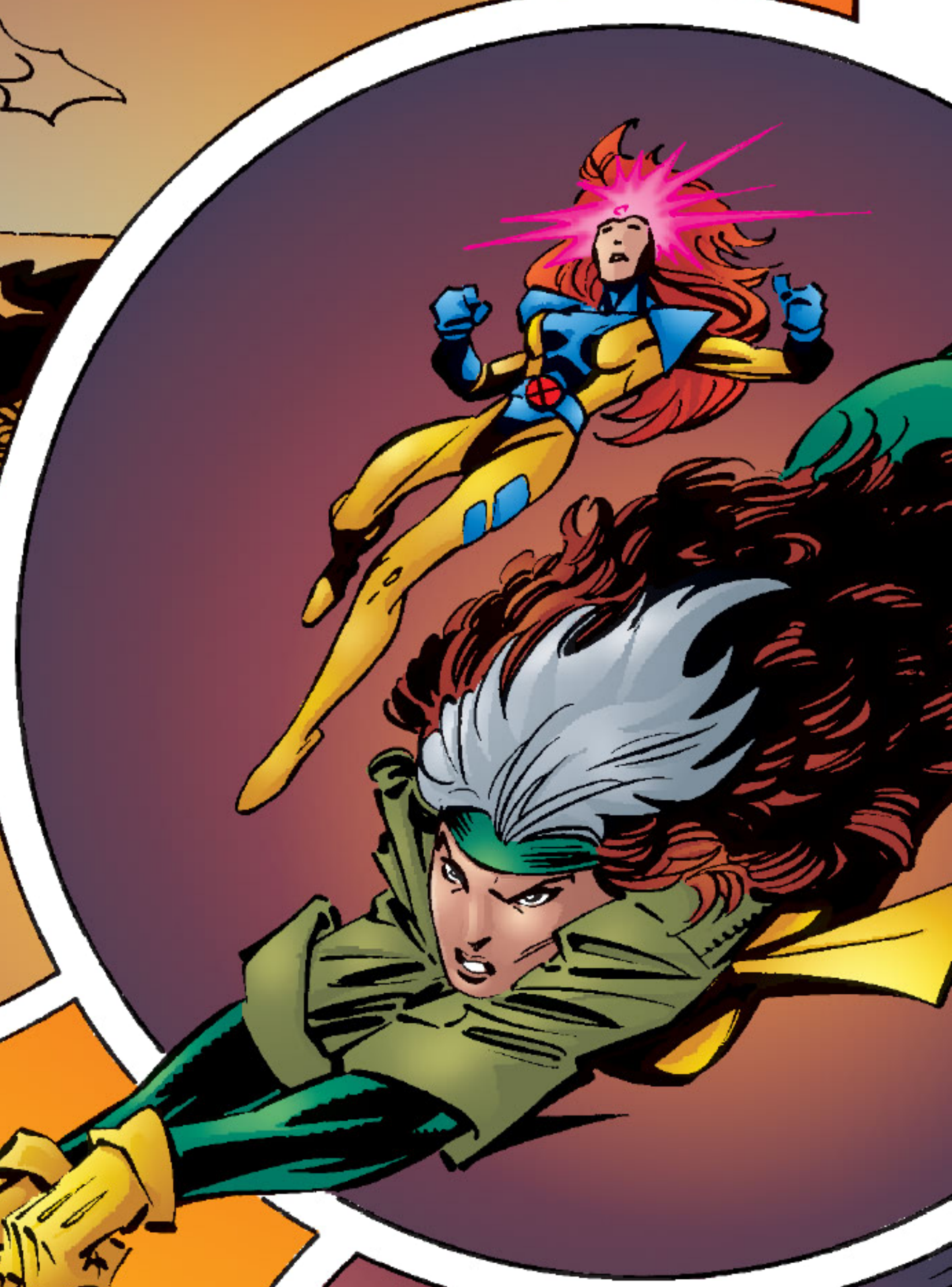
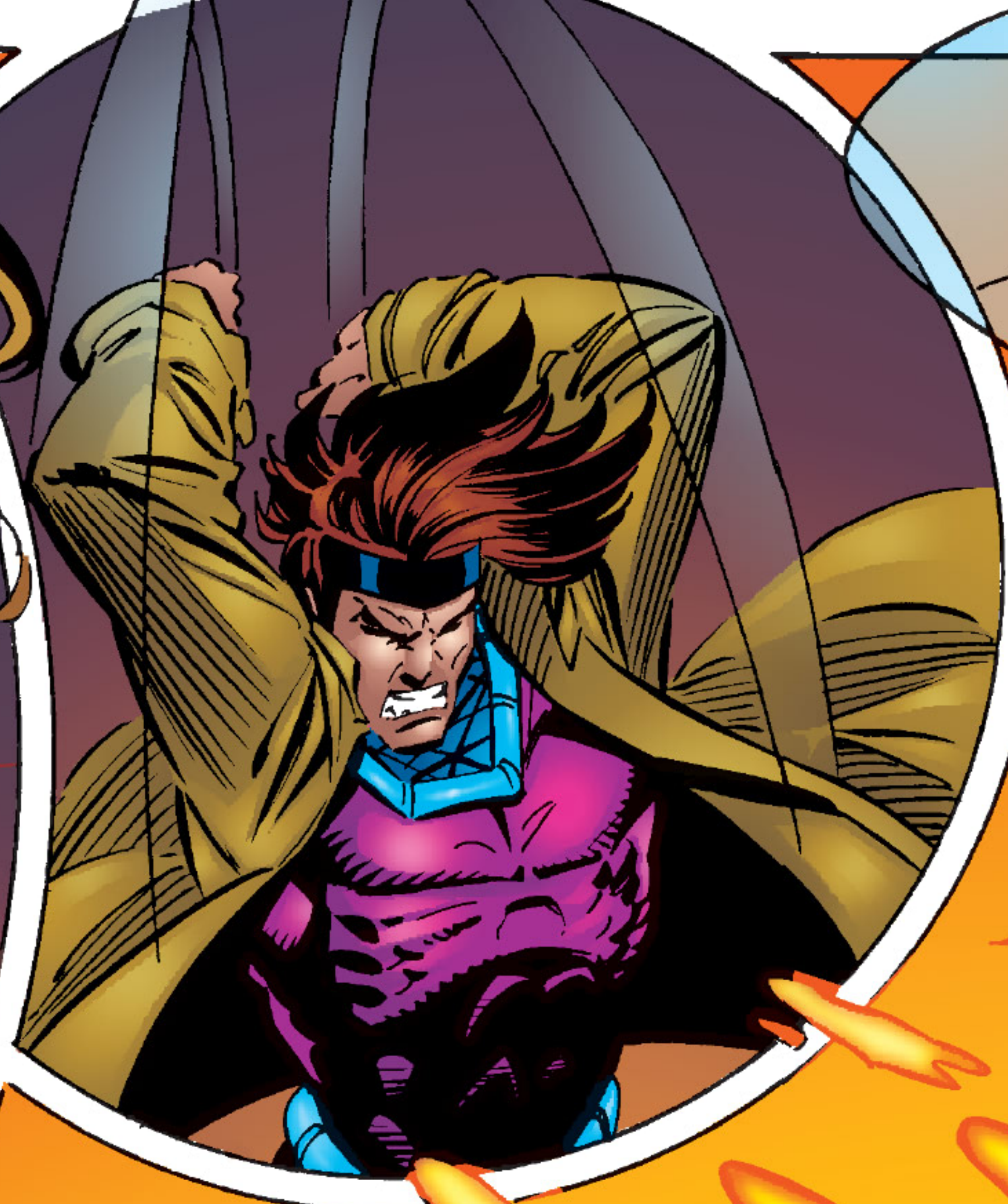
TWO.

GO!



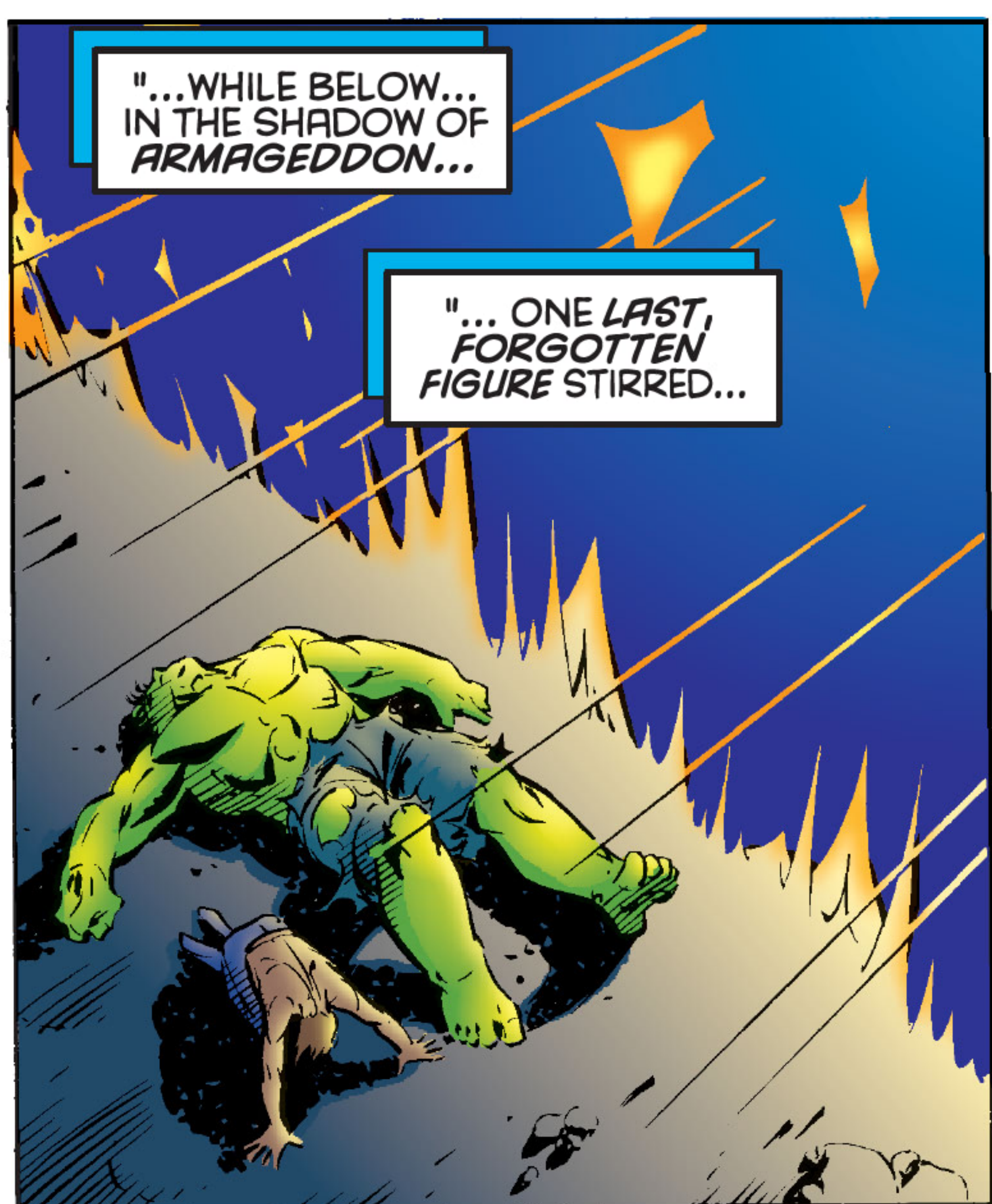
THEY'RE
IN!

X-MEN --
ATTACK!



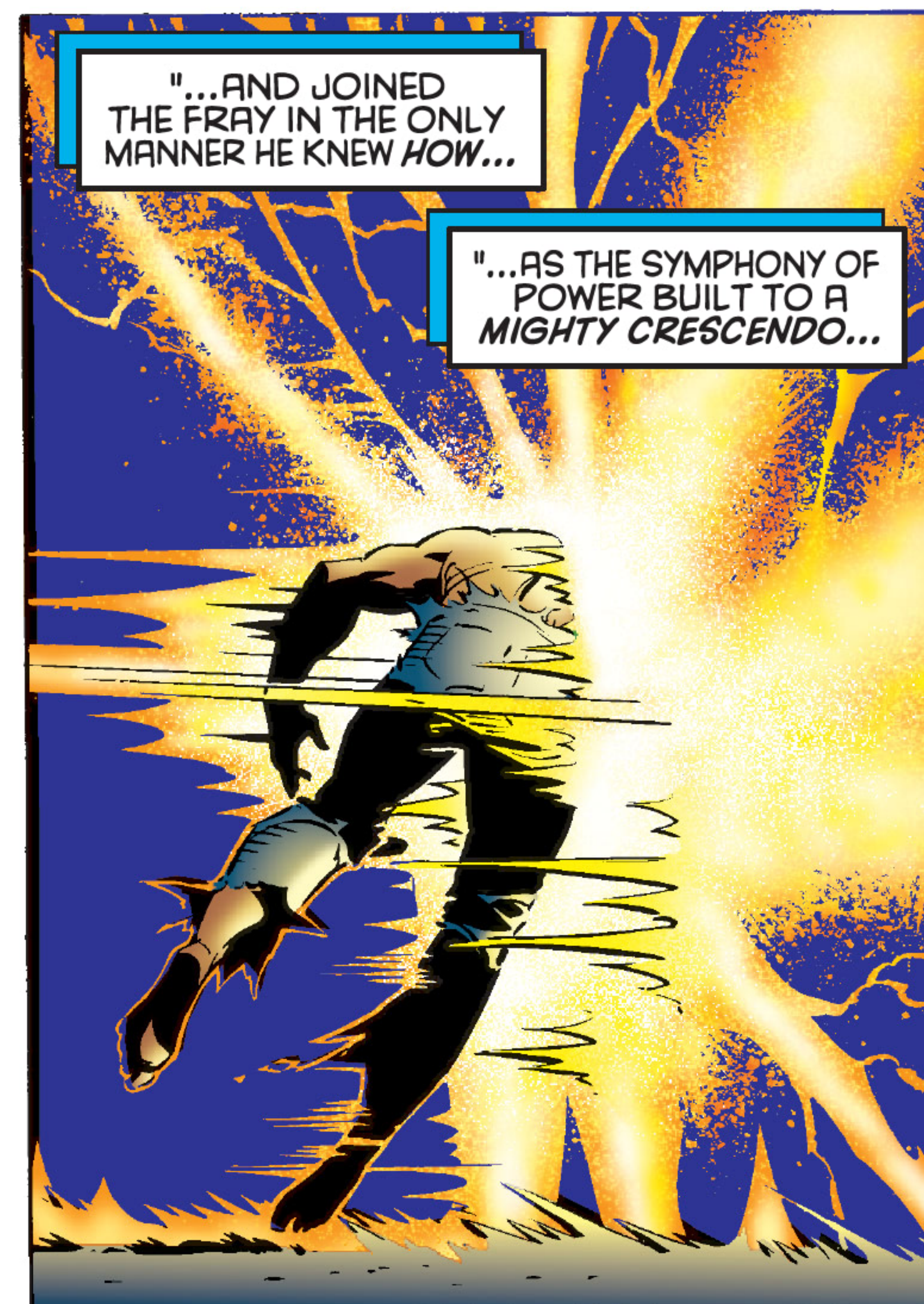
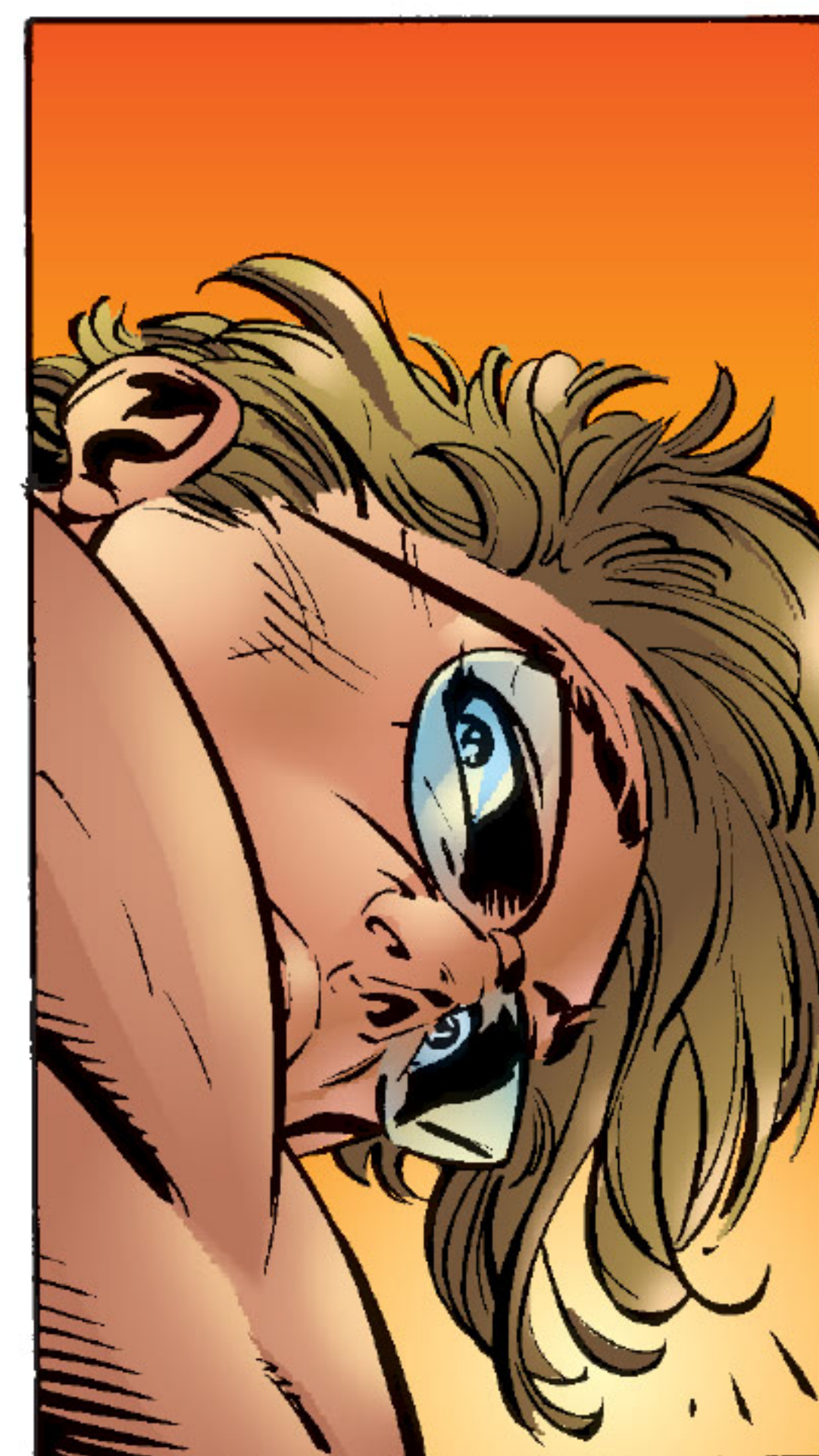
"AND THEY DID ...
THEIR HEARTS **HEAVY**
WITH **SORROW** AND
RAGE..."





"...WHILE BELOW...
IN THE SHADOW OF
ARMAGEDDON..."

"... ONE LAST,
FORGOTTEN
FIGURE STIRRED..."



"...AND JOINED
THE FRAY IN THE ONLY
MANNER HE KNEW HOW..."

"...AS THE SYMPHONY OF
POWER BUILT TO A
MIGHTY CRESCENDO..."



"... AND ENDED..."

"...WITH A ROAR LOUD
ENOUGH TO SWALLOW
THE WORLD..."



IT'S
HAPPENING!
ONSLAUGHT'S
VANISHING!

NATHAN!
FRANKLIN!
IF WE'RE GOING
TO PULL YOU FREE,
IT HAS TO BE
NOW!

PUSH
YOUR POWER
TO ITS FULLEST,
FRANK!

YOU
HAVE TO
REACH OUT
AS HARD AS
YOU CAN -- AND
HELP CREATE
AN EXIT!

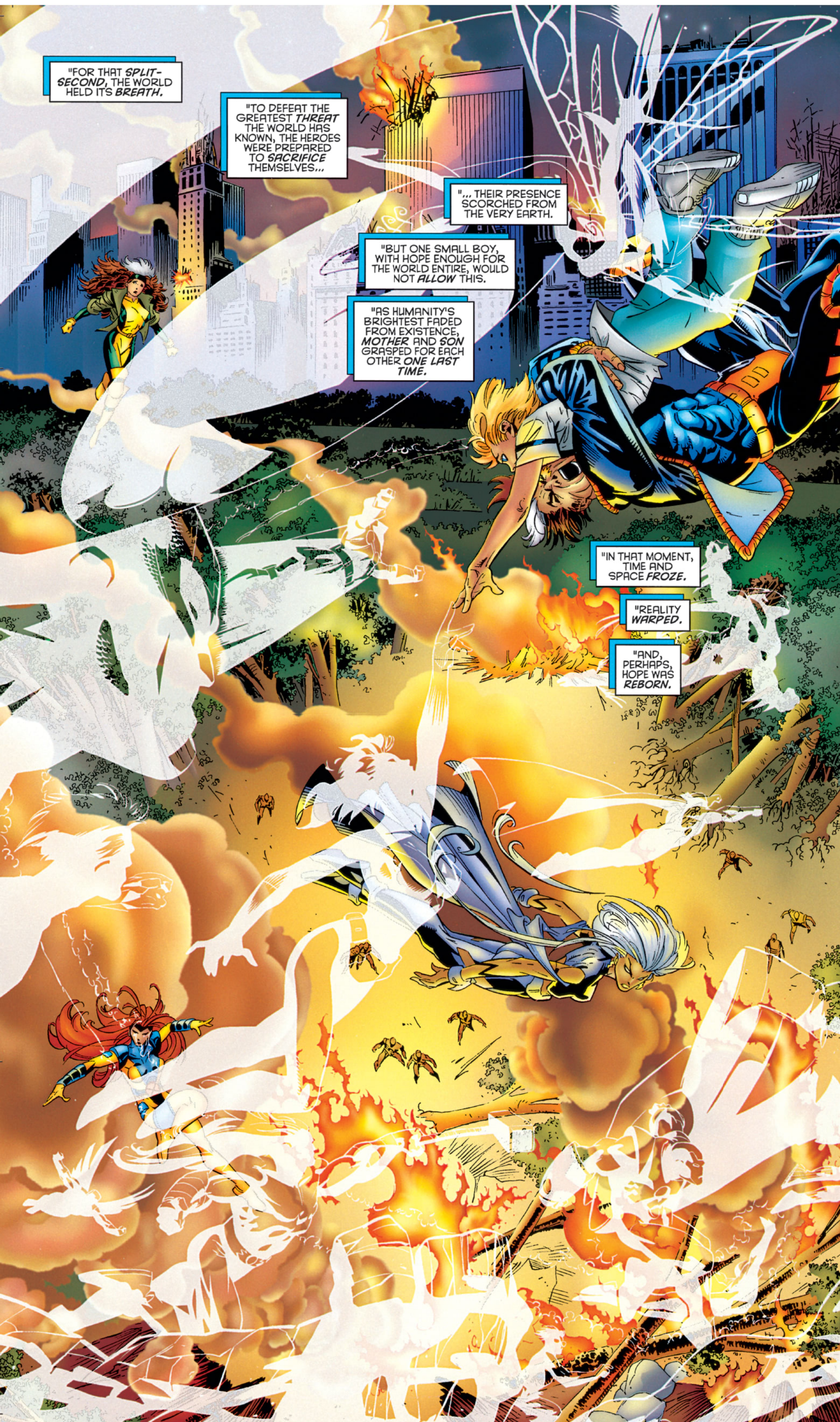
DO YOU
UNDERSTAND?

I DO,
MISTER ...



...I
DO.





"FOR THAT *SPLIT-SECOND*, THE WORLD HELD ITS *BREATH*."

"TO DEFEAT THE GREATEST *THREAT* THE WORLD HAS KNOWN, THE HEROES WERE PREPARED TO *SACRIFICE* THEMSELVES..."

"... THEIR PRESENCE SCORCHED FROM THE VERY EARTH."

"BUT ONE SMALL BOY, WITH HOPE ENOUGH FOR THE WORLD ENTIRE, WOULD NOT *ALLOW* THIS."

"AS HUMANITY'S BRIGHTEST FADED FROM EXISTENCE, *MOTHER AND SON* GRASPED FOR EACH OTHER *ONE LAST TIME*."

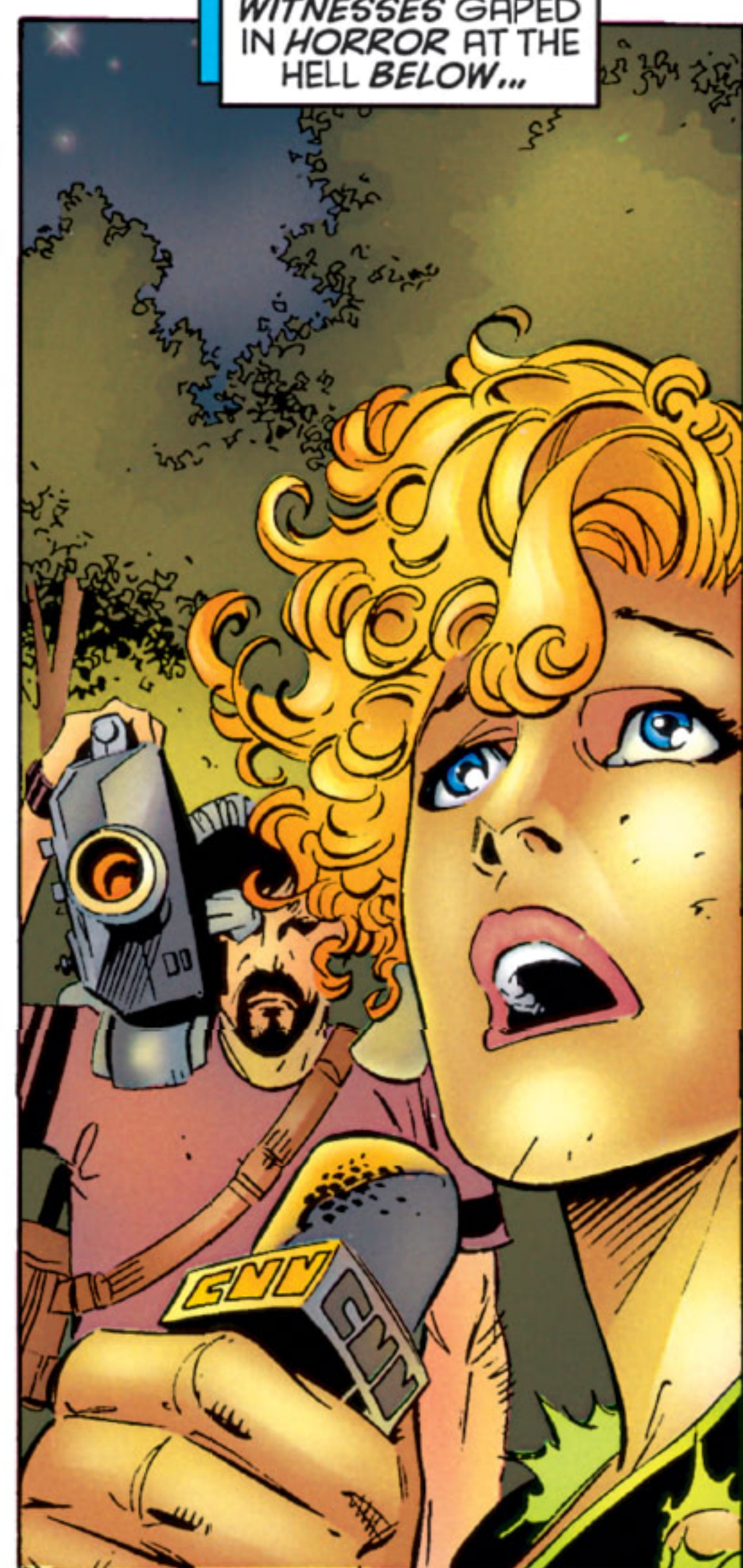
"IN THAT MOMENT, TIME AND SPACE *FROZE*."

"REALITY *WARPED*."

"AND, PERHAPS, HOPE WAS *REBORN*."

"BUT AS THEIR SALVATION WAS SECURED *ABOVE*..."

"... *HUMAN* WITNESSES GAPED IN *HORROR* AT THE *HELL BELOW*..."



"... AND PASSED A TERRIBLE AND VICIOUS *JUDGEMENT*..."



"... AGAINST THOSE THEY WOULD HOLD *FOREVER* RESPONSIBLE FOR THE *TRAGEDY*..." "

"... OF A
WORLD
WITHOUT
HEROES."

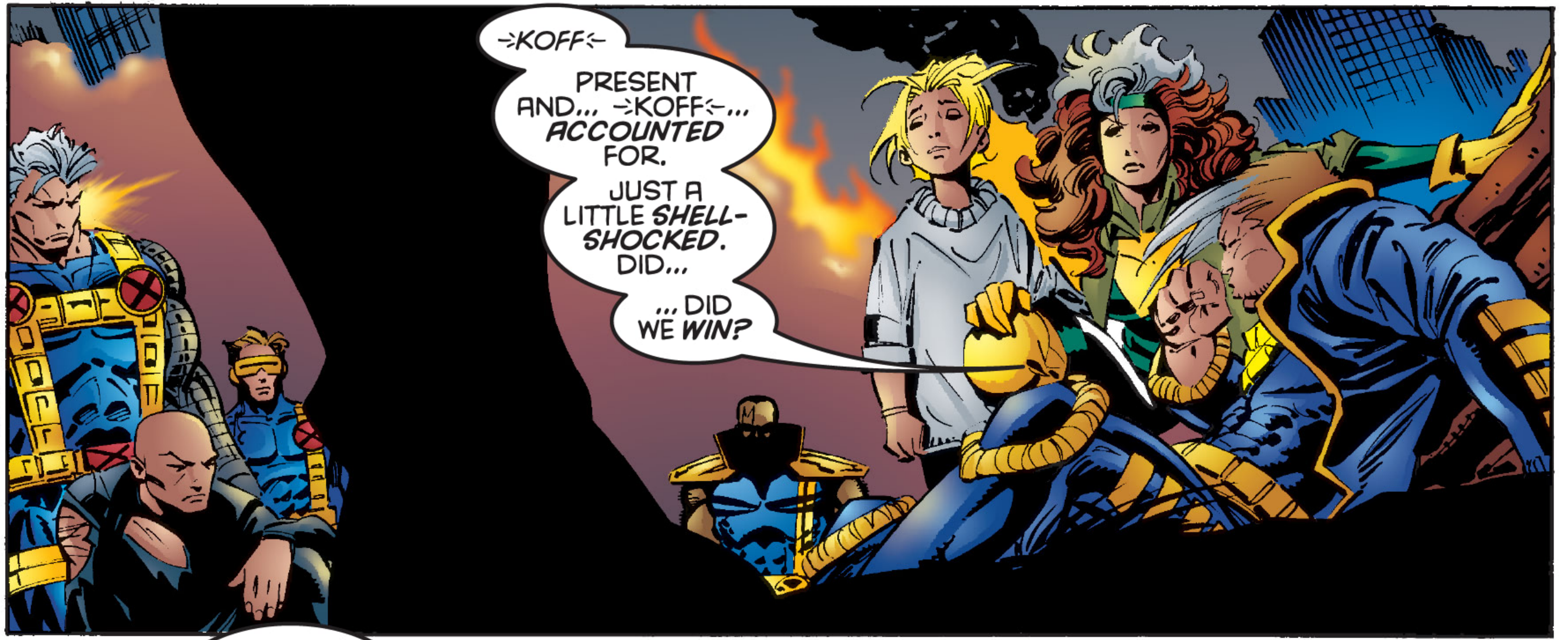
I
CAUGHT
'EM, PR'FESSAH.
FRANKLIN,
HE'S
FINE...

... BUT
NATE...
HE'S...

... HE'S NOT
MOVIN'...

NATE..?





→KOFF←
PRESENT
AND... →KOFF←...
ACCOUNTED
FOR.
JUST A
LITTLE **SHELL-**
SHOCKED.
DID...
... DID
WE WIN?



I THINK
IT WILL DEPEND
ON WHO YOU
ASK.



YOU
WERE A BRAVE
BOY TODAY,
FRANKLIN. YOUR
PARENTS WOULD
HAVE BEEN VERY
PROUD OF
YOU.

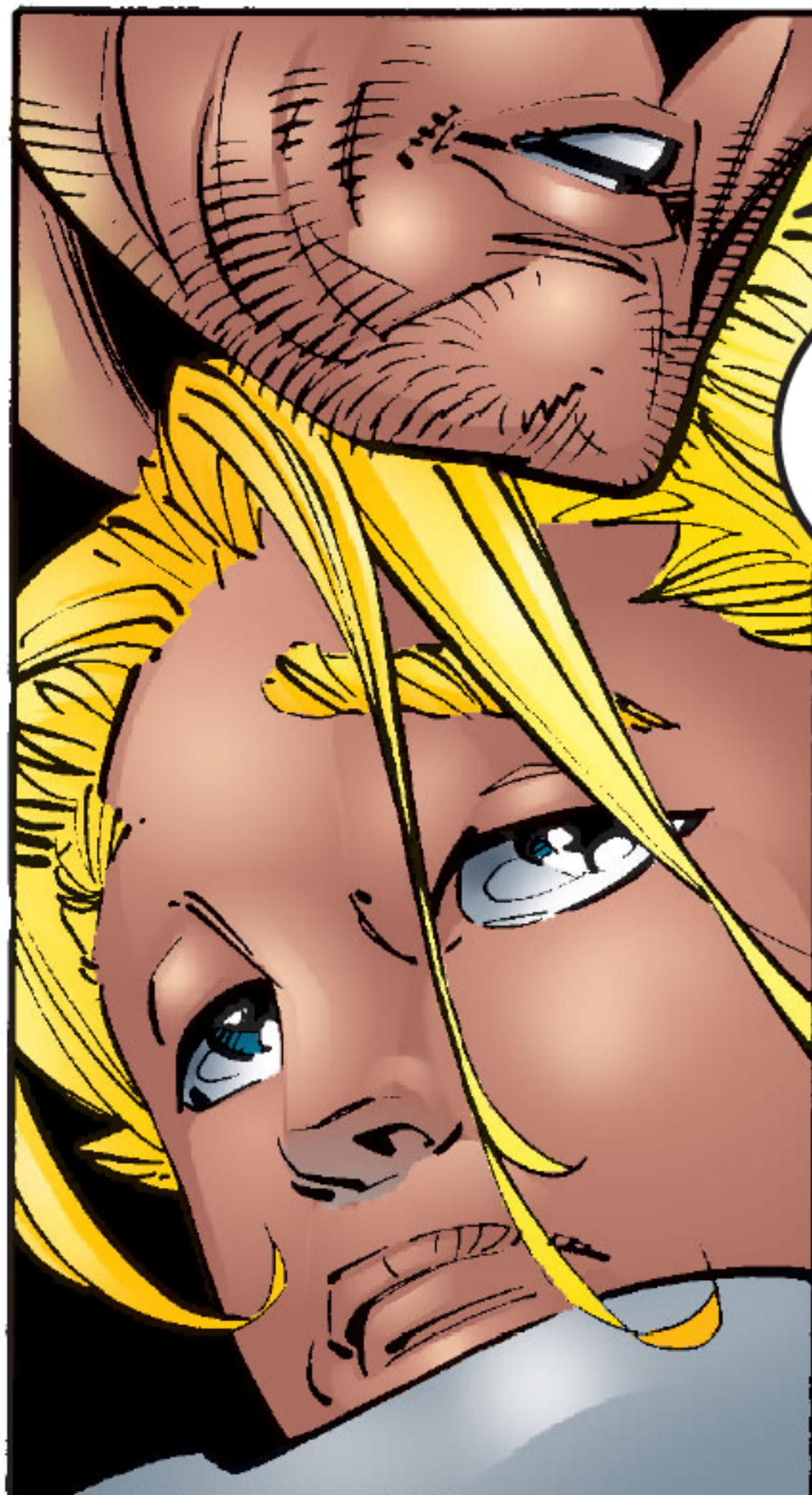
WHERE...
WHERE **ARE**
THEY? MOM AND
DAD AND UNCA
BEN AND UNCA
JOHNNY... WHERE
DID THEY
GO?

TO MAKE
THE **NOBLEST**
SACRIFICE OF ALL,
FRANKLIN.

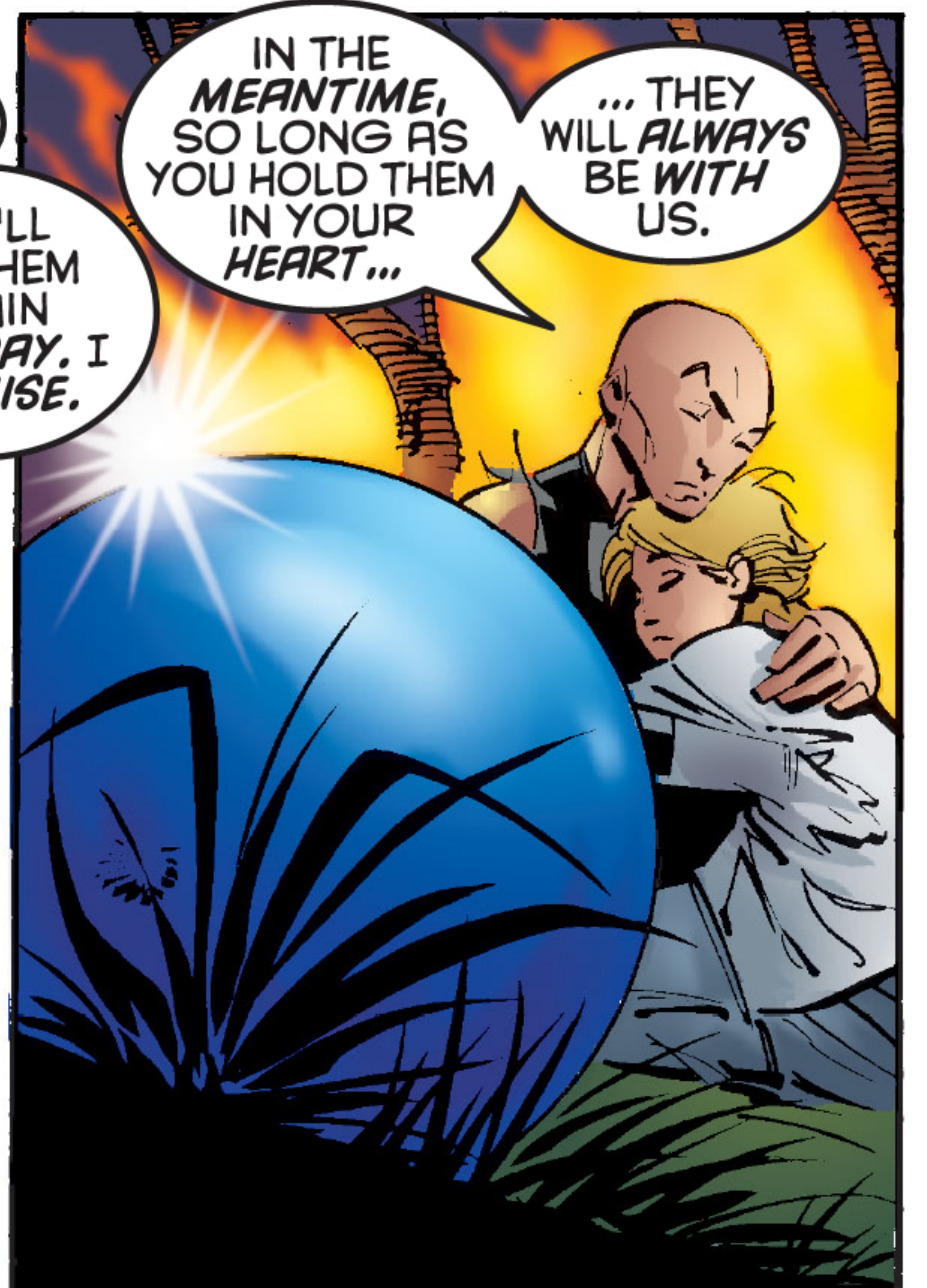


THEY
GAVE OF
THEMSELVES...
SO THAT THE
WORLD MIGHT
LIVE.

THEY'LL
BE BACK,
WON'T
THEY?

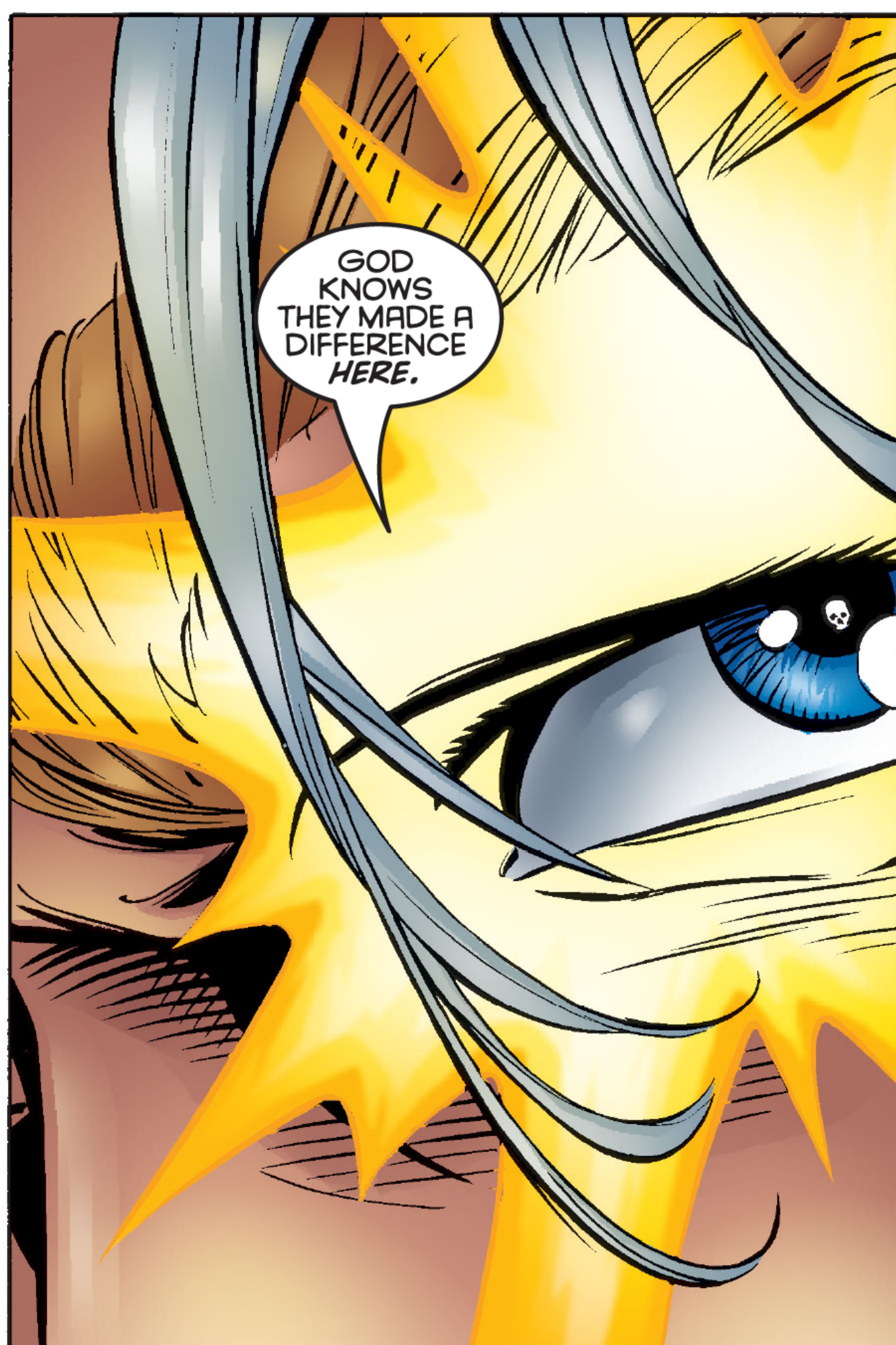


...
YOU'LL
SEE THEM
AGAIN
SOMEDAY. I
PROMISE.



IN THE
MEANTIME,
SO LONG AS
YOU HOLD THEM
IN YOUR
HEART...

... THEY
WILL **ALWAYS**
BE **WITH**
US.





AND
THAT IS
MY
STORY.



TOUCHING.
A TALE OF
THE FITTEST
SURVIVING.
MY FAVORITE
KIND.

YOU
WERE CORRECT,
WATCHER, WHEN
YOU TOLLED THIS
HOUR AS THE END
OF YOUR AGE OF
WONDER...

... FOR
THERE IS
ANOTHER AGE
DAWNING...

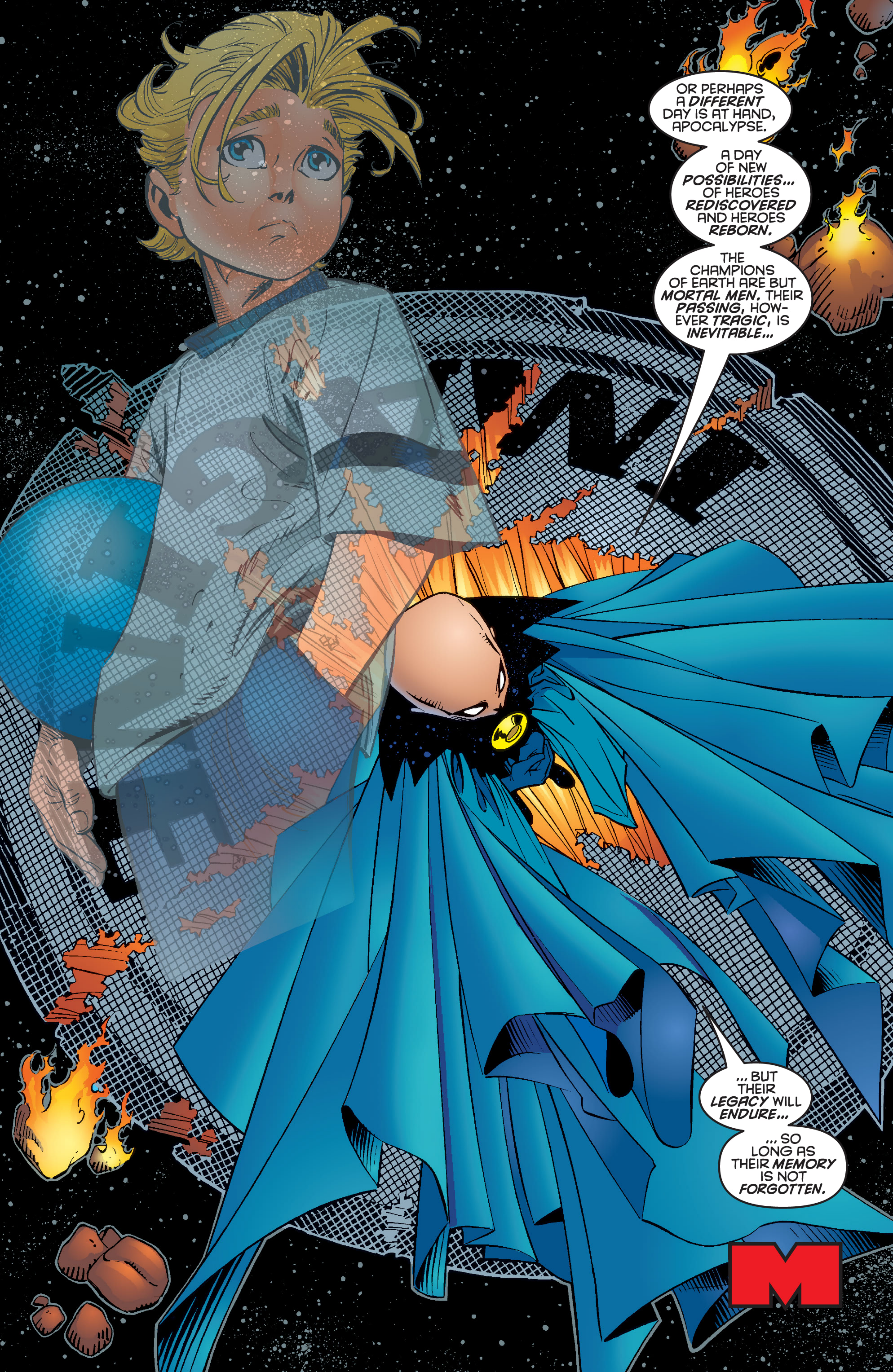


... AN AGE OF
APOCALYPSE.



AND MARK
MY WORDS...
WITH THE
ARENA CLEARED
OF DEFENDERS
AND HEROES...
THAT AGE WILL
BE UPON US
SOON.

PERHAPS.



OR PERHAPS
A *DIFFERENT*
DAY IS AT HAND,
APOCALYPSE.

A DAY
OF NEW
POSSIBILITIES...
OF HEROES
REDISCOVERED
AND HEROES
REBORN.

THE
CHAMPIONS
OF EARTH ARE BUT
MORTAL MEN. THEIR
PASSING, HOW-
EVER TRAGIC, IS
INEVITABLE...

... BUT
THEIR
LEGACY WILL
ENDURE...

... SO
LONG AS
THEIR *MEMORY*
IS NOT
FORGOTTEN.

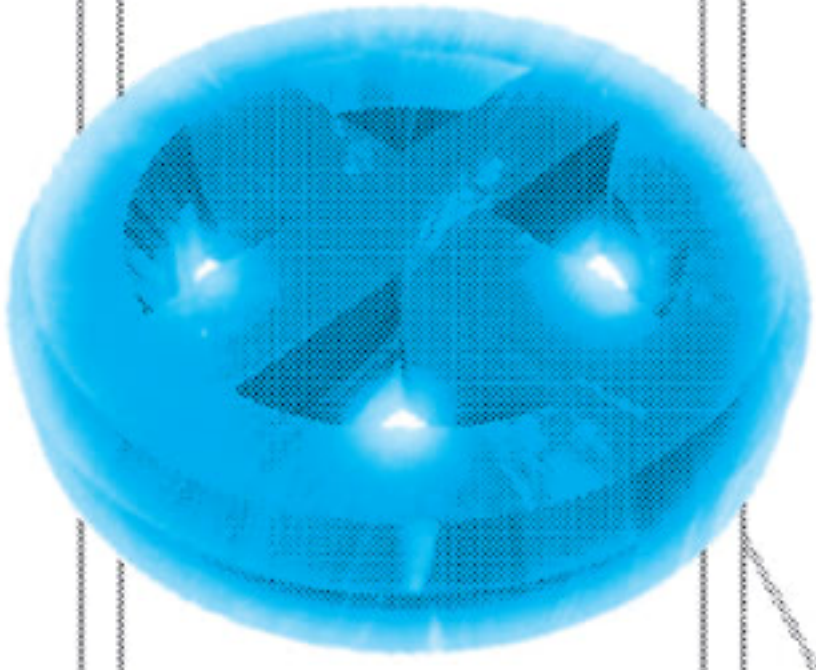


THE SAGA CONTINUES IN...

FANTASTIC
FOUR #1
CAPTAIN
AMERICA #1
IRON
MAN #1
AVENGERS
#1

... AND THE REST OF THE MARVEL UNIVERSE!

MARVEL[®]
COMICS



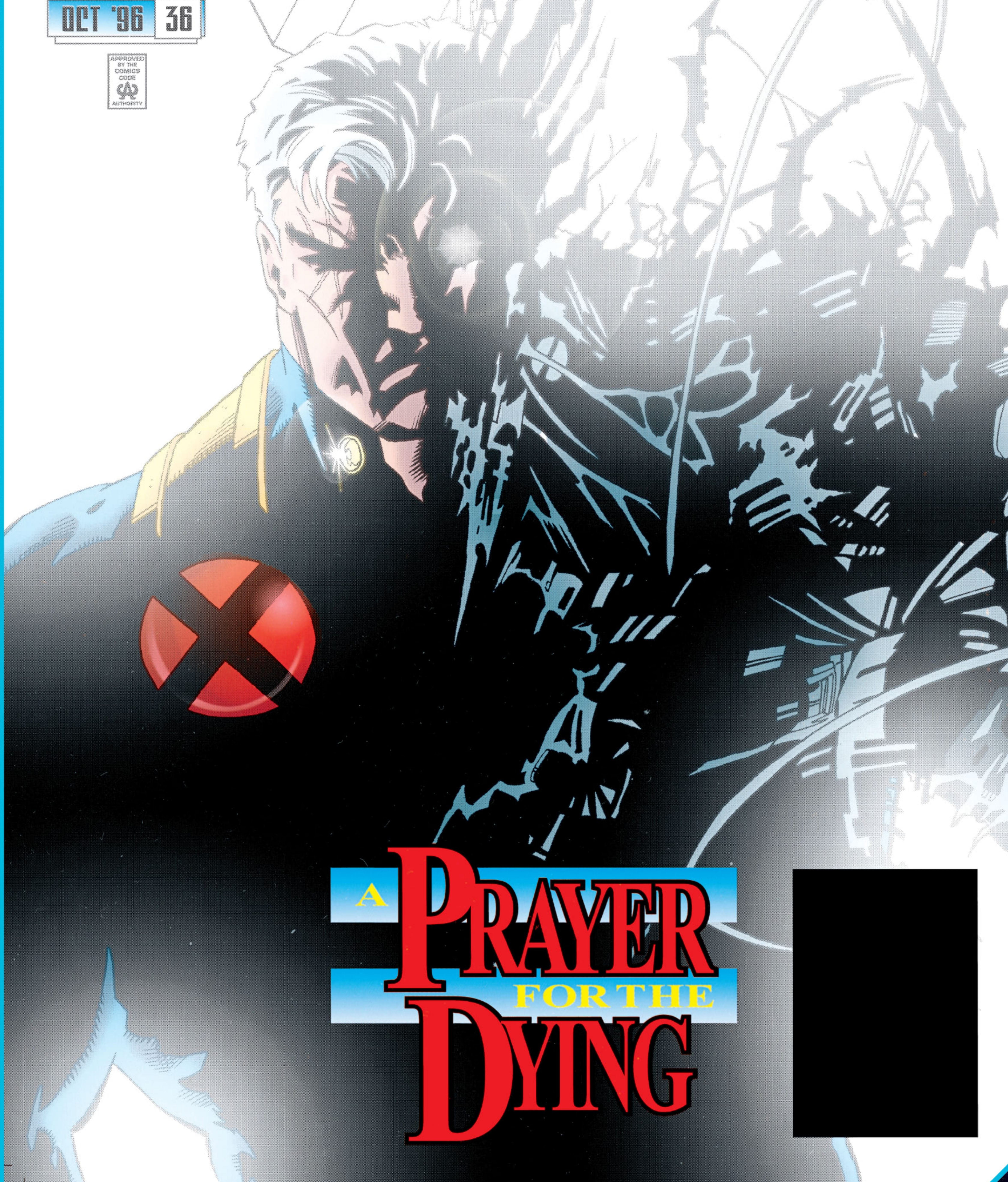
X-MEN[®]

OCT '96 36



CABLE[®]

SPECIAL
HEROES REBORN[™]
UPDATE INSIDE!



A PRAYER
FOR THE
DYING





THE
AFTERMATH
OF WAR.

SOMETIMES IT IS
MORE DIFFICULT
THAN THE
STRUGGLE ITSELF.

THE BEING CALLED ONSLAUGHT --
FORGED IN THE HEARTBREAK
AND FRUSTRATION OF A PEACEFUL
MAN NAMED CHARLES XAVIER --

-- BROUGHT ALL OF
MANKIND TO THE BRINK
OF TOTAL DESTRUCTION.

IN THE END,
ONSLAUGHT
WAS DEFEATED...

... BUT
AT WHAT
PRICE?

HE'S
DYING.

STAN LEE
presents

the GIFT

**JEPH
LOEB**
WRITER

**BERNARD
CHANG**
GUEST PENCILS

**SCOTT
HANNA**
INKS

**RICHARD STARKINGS
AND COMICRAFT/AD**
LETTERING

**MIKE
THOMAS**
COLORS

**GRAPHIC
COLORWORKS**
ENHANCEMENT

MARK POWERS
EDITOR

BOB HARRAS
CHIEF

His name is Franklin Richards.

Despite his young age, he is old beyond his years.

This is the man who helped me, Grandpa. And now, we gotta save him.

The world as Franklin knew it has been shattered.

His parents, Reed and Sue Richards --

-- along with his uncles, Johnny Storm and Ben Grimm --

-- gave their lives in order to save humanity from onslaught.

But in the spirit of his famous family, he has chosen to go on.

Atop Four Freedoms Plaza, once the venerable home of the Fantastic Four.

It is now merely a shell of the beacon that stood for hope in the often oppressed island of Manhattan.

Tonight, it serves as an emergency room of sorts.

Its lone patient is a man who gave his all in the battle against evil...

... a warrior who has been giving his all since the day he was born.

Nathan Dayspring Summers...

... the man called **Cable**

3104-kl
31310460
604

You can do it, right, Grandpa?

You can fix my friend Mister Cable?

I will make every effort Franklin.

But even with all my scientific expertise, I have never...

Try and understand, child, I'll do what I can.

This techno-virus which ravages his bloodstream is so severe that I...

Nathaniel Richards has seen many things in his life. He is a scientific genius who has crossed oceans of time and explored other worlds...

... but nothing in his myriad of journeys has prepared him for this.

He's seen Cable pull through tougher scrapes than this.

Sam Guthrie -- the newest X-Man known as Cannonball, has already lost one father in his life.

He cannot bear to lose another.

Right, Guthrie. He'll be up and around in no time.

Her name is Domino. She has been Cable's friend and confidant for longer than any of them.

But what if... Cable-Nathan dies?

Caliban. Simple in mind, but pure in heart.

We must pray to whatever gods we know, Caliban, to see to it that does not happen.

She is Ororo Munroe, Storm. As the co-leader of the often outlawed group known as the X-Men, the spectre of death has long followed her.

And yet, it's never loomed as large as it does this eve.





... CHILDREN...
NEVER MY PARTICULARLY STRONG SUIT.



CURIOUS THAT FRANKLIN HAS TRANSFERRED SO MUCH OF HIS ANXIETY OVER THE LOSS OF HIS FAMILY...

... TO CABLE'S WELL-BEING, A MAN HE HARDLY KNOWS.

BY THE GODDESS, I HOPE WE DO NOT SHATTER WHATEVER FAITH HE IS CLINGING TO!



AND YOU, MY DEAR FRIEND.

YOU'VE GIVEN SO MUCH OF YOURSELF TO SO MANY.

DO YOU TRULY KNOW HOW MANY OF US WOULD GIVE ANYTHING FOR YOUR RECOVERY?

S-STORM..?

3101.kl
31310llo
LOH

HE SPEAKS IN THE TONGUE OF A GROUP WHICH WILL NOT COME INTO BEING FOR SOME TWO THOUSAND YEARS...

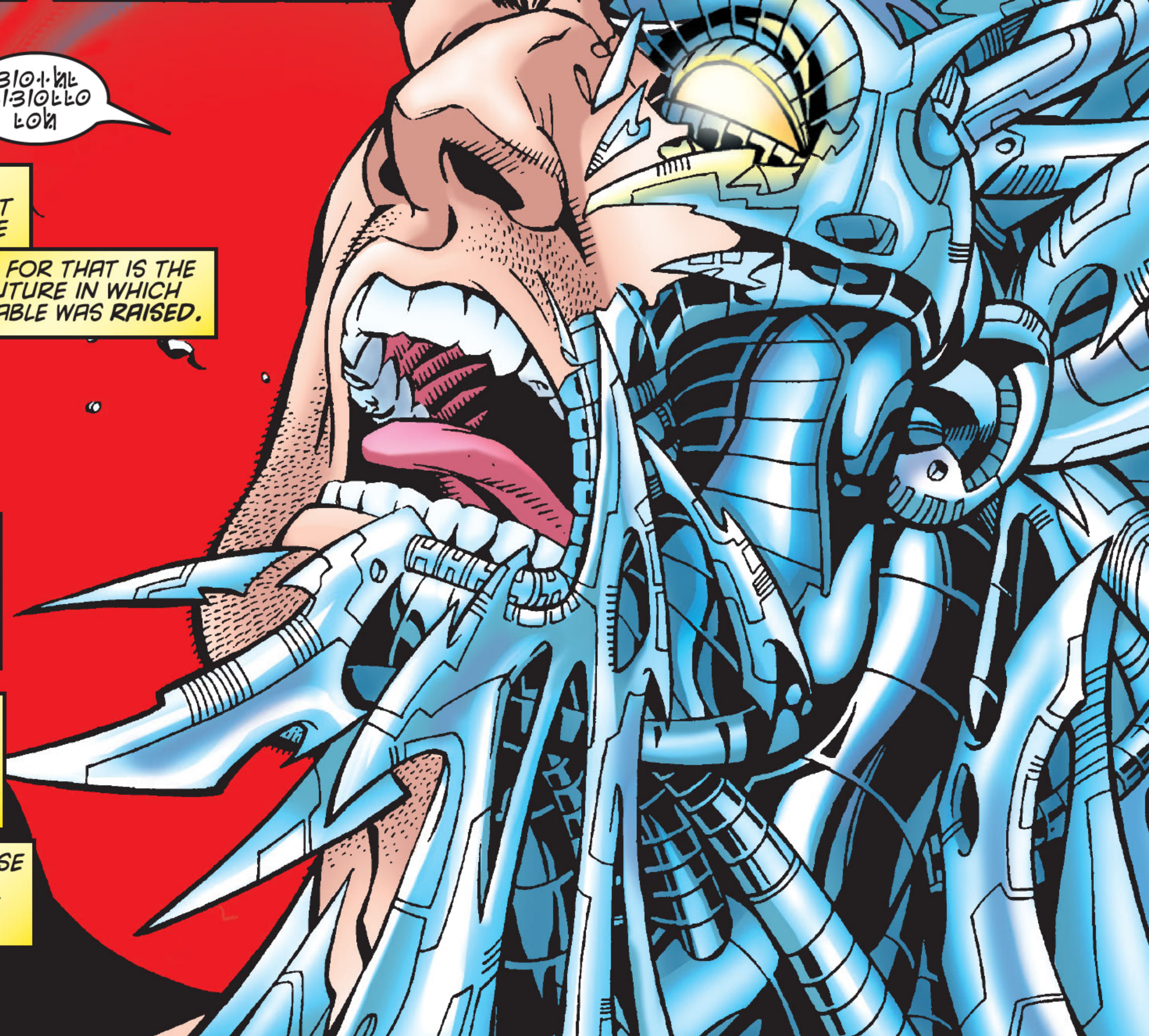
... FOR THAT IS THE FUTURE IN WHICH CABLE WAS RAISED.

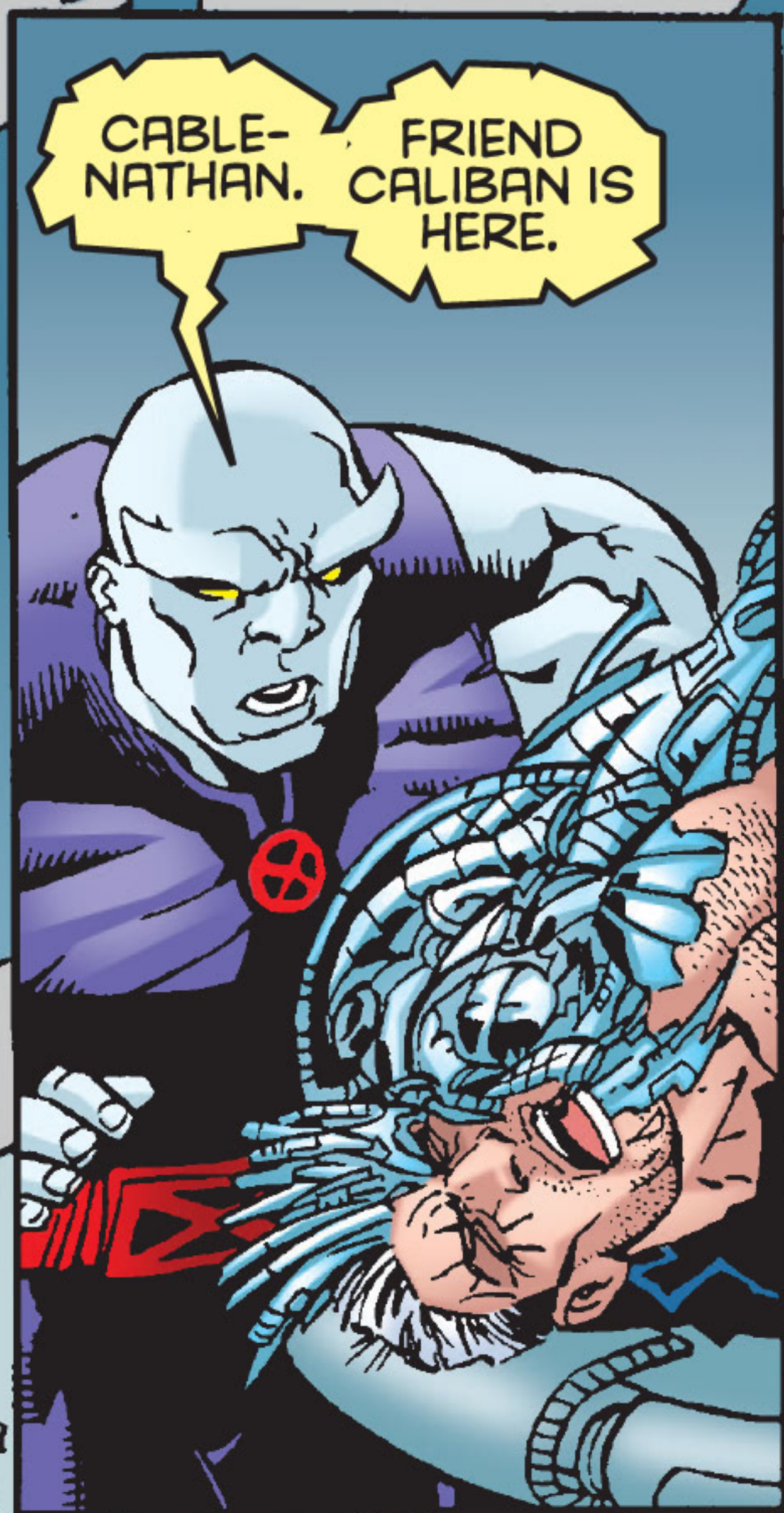
THE SISTERHOOD WHOSE LANGUAGE HE SPEAKS IS CALLED "THE ASKANI" -- LOOSELY TRANSLATED, IT MEANS "OUTSIDER."

NO TERM COULD BE MORE APPROPRIATE FOR A MAN WHO IS ALSO A MUTANT -- THAT RARE HUMAN WITH STRANGE AND OFTEN FRIGHTENING POWERS --

-- AT A TIME WHEN NOW, MORE THAN EVER, THAT DIFFERENCE IS RESPONSIBLE FOR AN INCREASINGLY WIDENING SCHISM...

... BETWEEN THOSE SO GIFTED AND THOSE WHO ARE NOT.





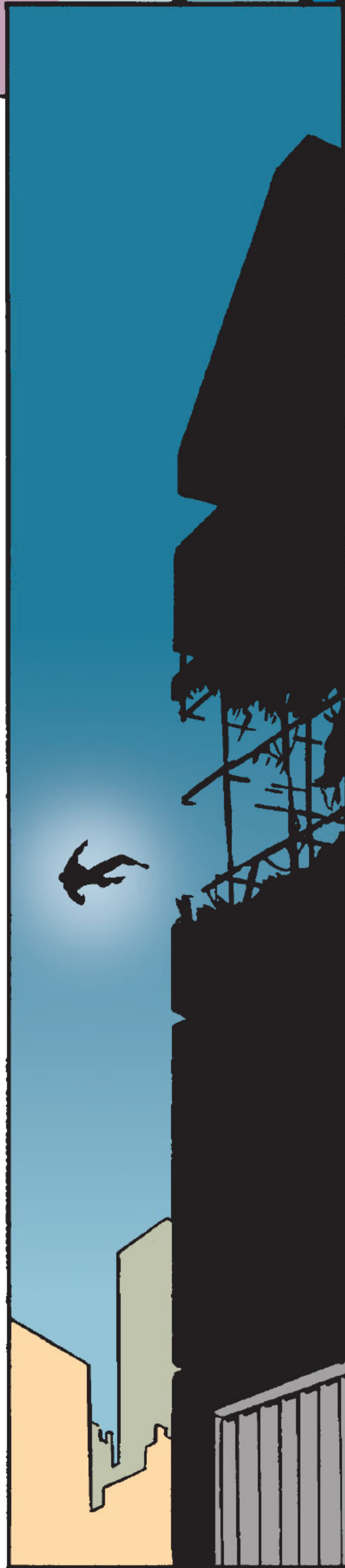
CABLE-NATHAN.

FRIEND CALIBAN IS HERE.



YARGGGHH!

BDIFF



CALIBAN! AH'M COMIN'!

CALIBAN SEES YOU, CANNON-BALL.



GOTCHA.

WHY DID CABLE-NATHAN HIT CALIBAN?

CALIBAN DID NOT MAKE HIM SICK.



CABLE DIDN'T MEAN TA, CAL.

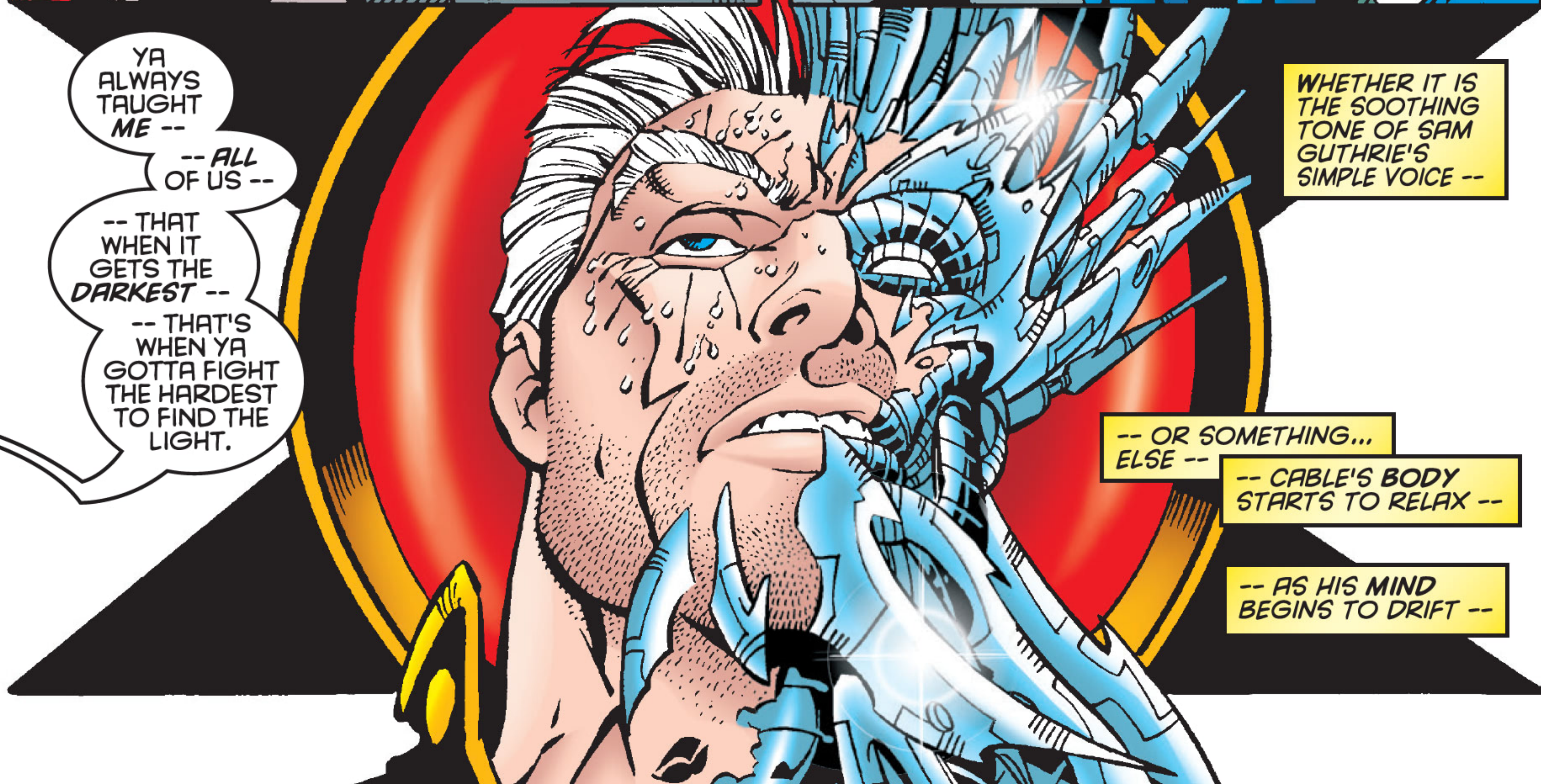
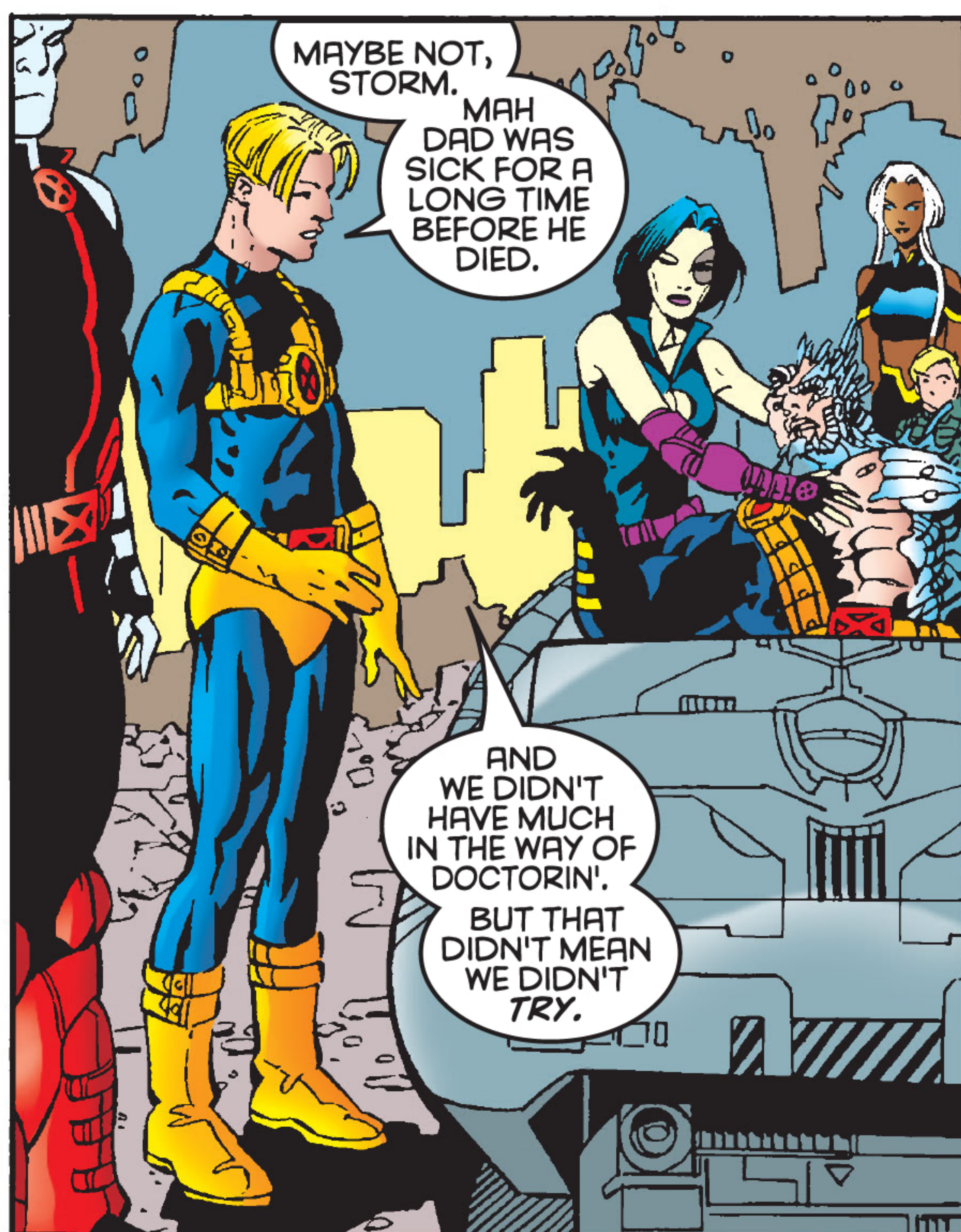
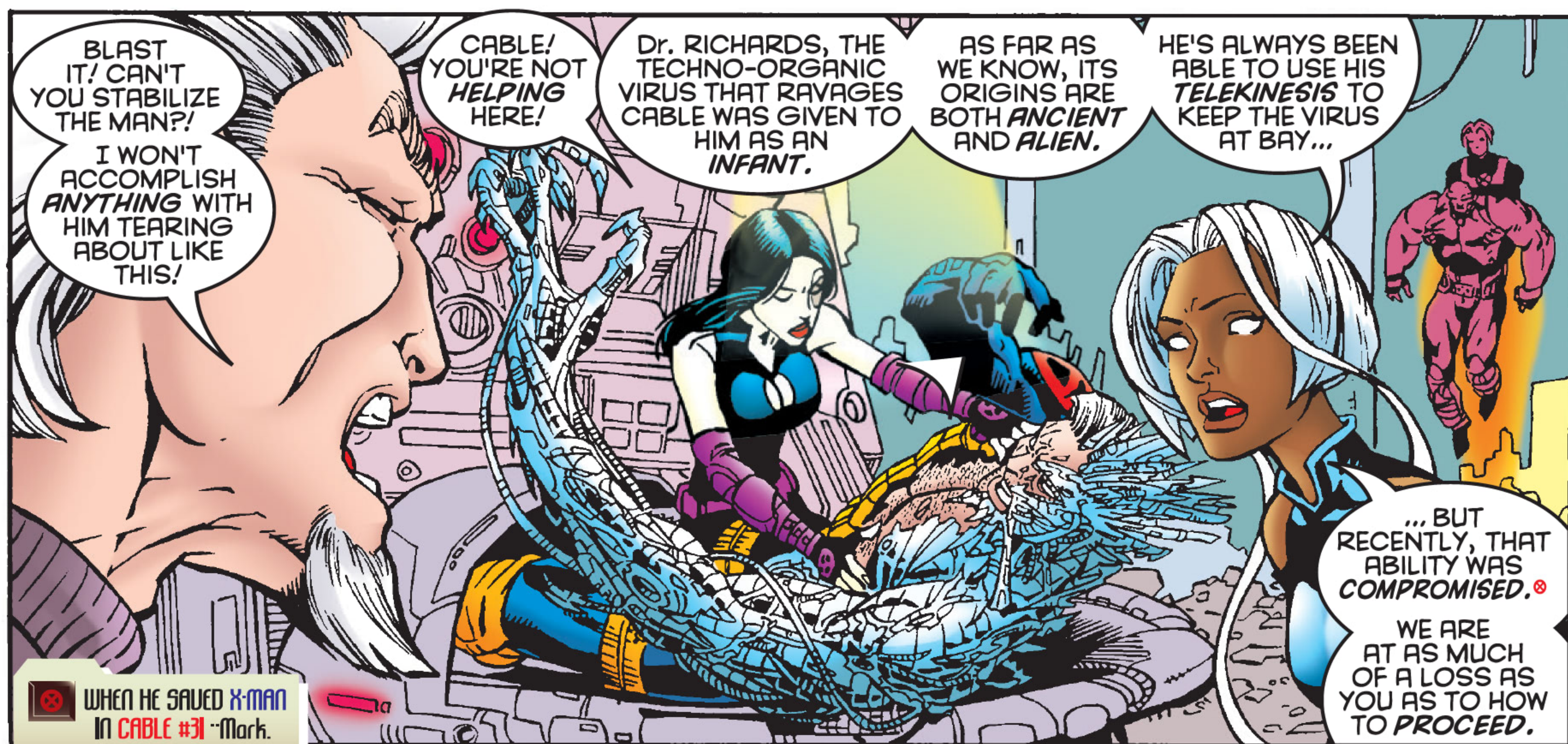
IT'S THE TECHNO-VIRUS. IT'S HAVIN' HIM DO THINGS HE NORMALLY WOULDN'T.

CALIBAN HAS NEVER SEEN CABLE LOOK LIKE THIS BEFORE.

WILL CABLE-NATHAN EVER BE CALIBAN'S FRIEND AGAIN?

SAM GUTHRIE DOES NOT HAVE A QUICK RESPONSE.

AND IN HIS SILENCE, HE HAS TOLD CALIBAN MORE THAN HE COULD EVER SAY...



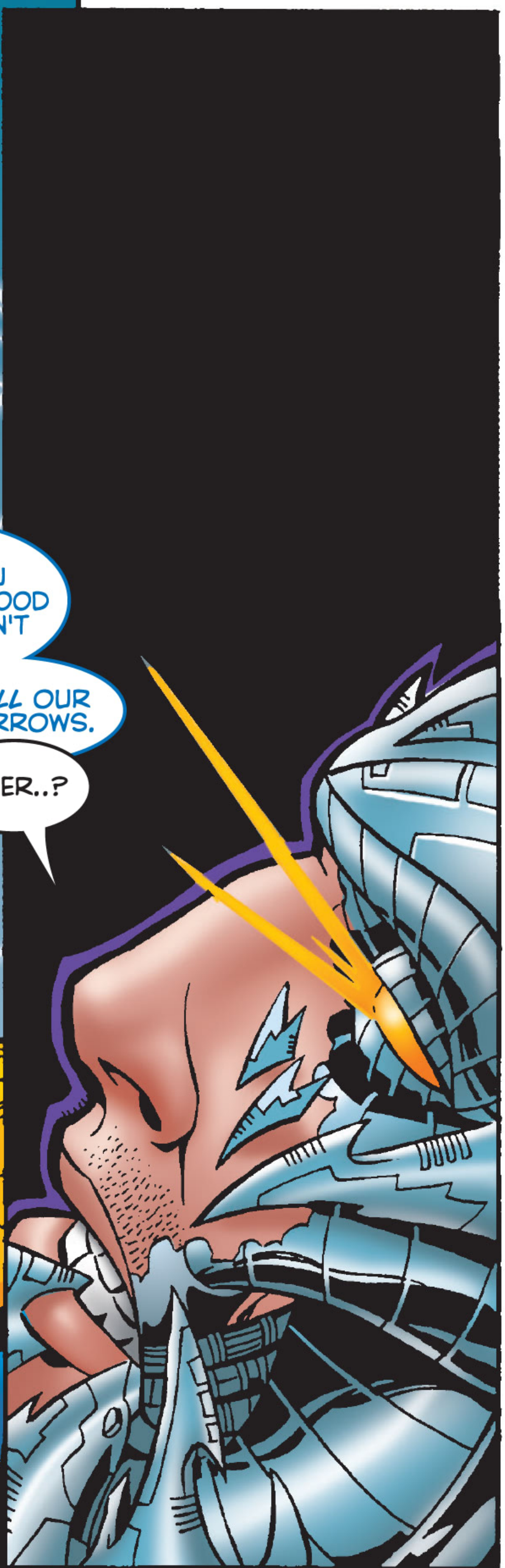


YAH
TOLD US
ABOUT THE
PROMISE
FOR A BETTER
TOMORROW.

THAT'S
WHY YOU
FIGHT THE GOOD
FIGHT, ISN'T
IT?

FOR *ALL* OUR
TOMORROWS.

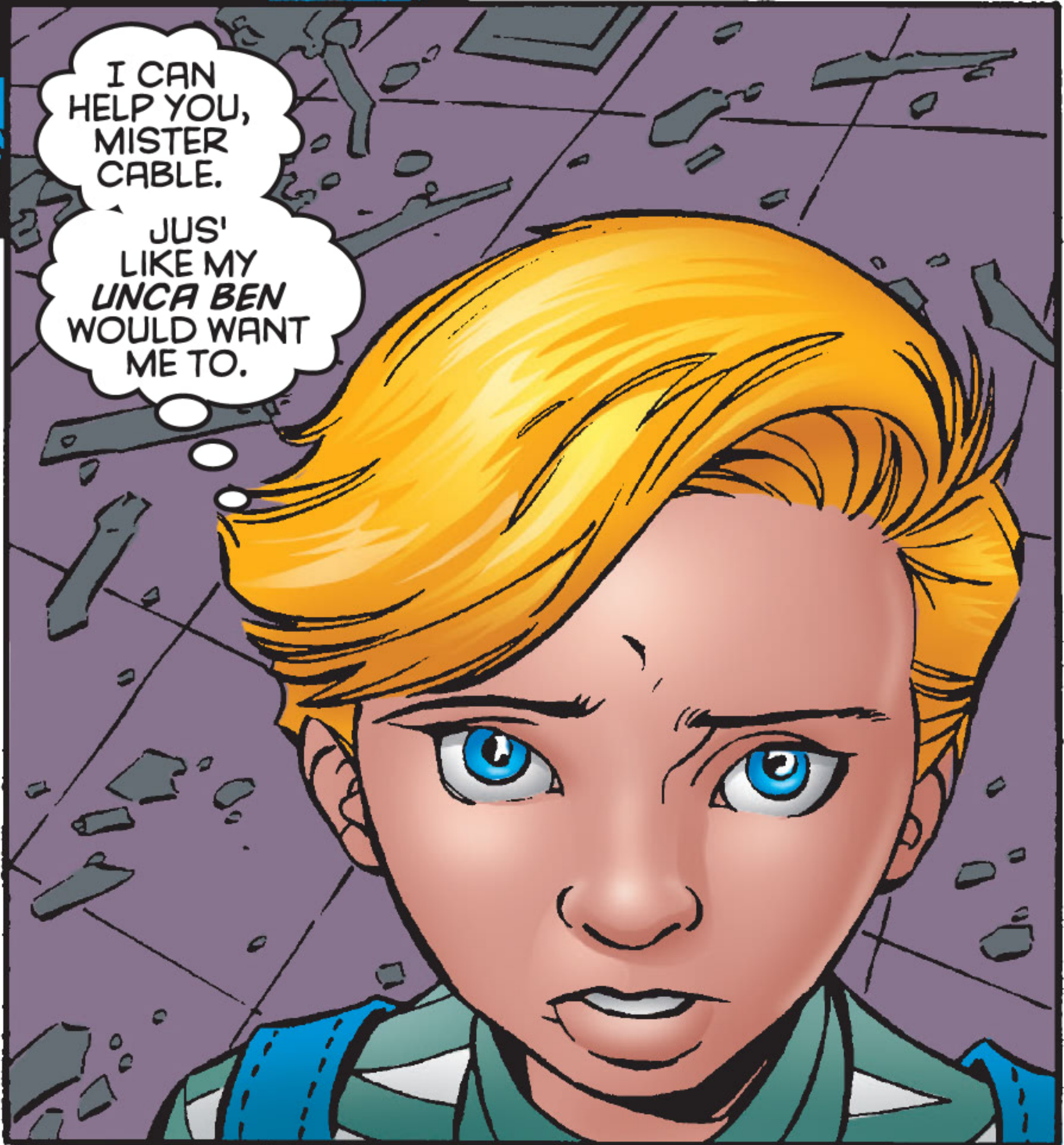
TYLER..?



H-HE THINKS
HE'S TALKIN' TO
HIS ADOPTED
SON...

... BUT
WE JUS' GOT
THROUGH **BURYIN'**
TYLER A LITTLE
WHILE AGO.

... TOMORROW...



I CAN
HELP YOU,
MISTER
CABLE.

JUS' LIKE MY
UNCA BEN
WOULD WANT
ME TO.

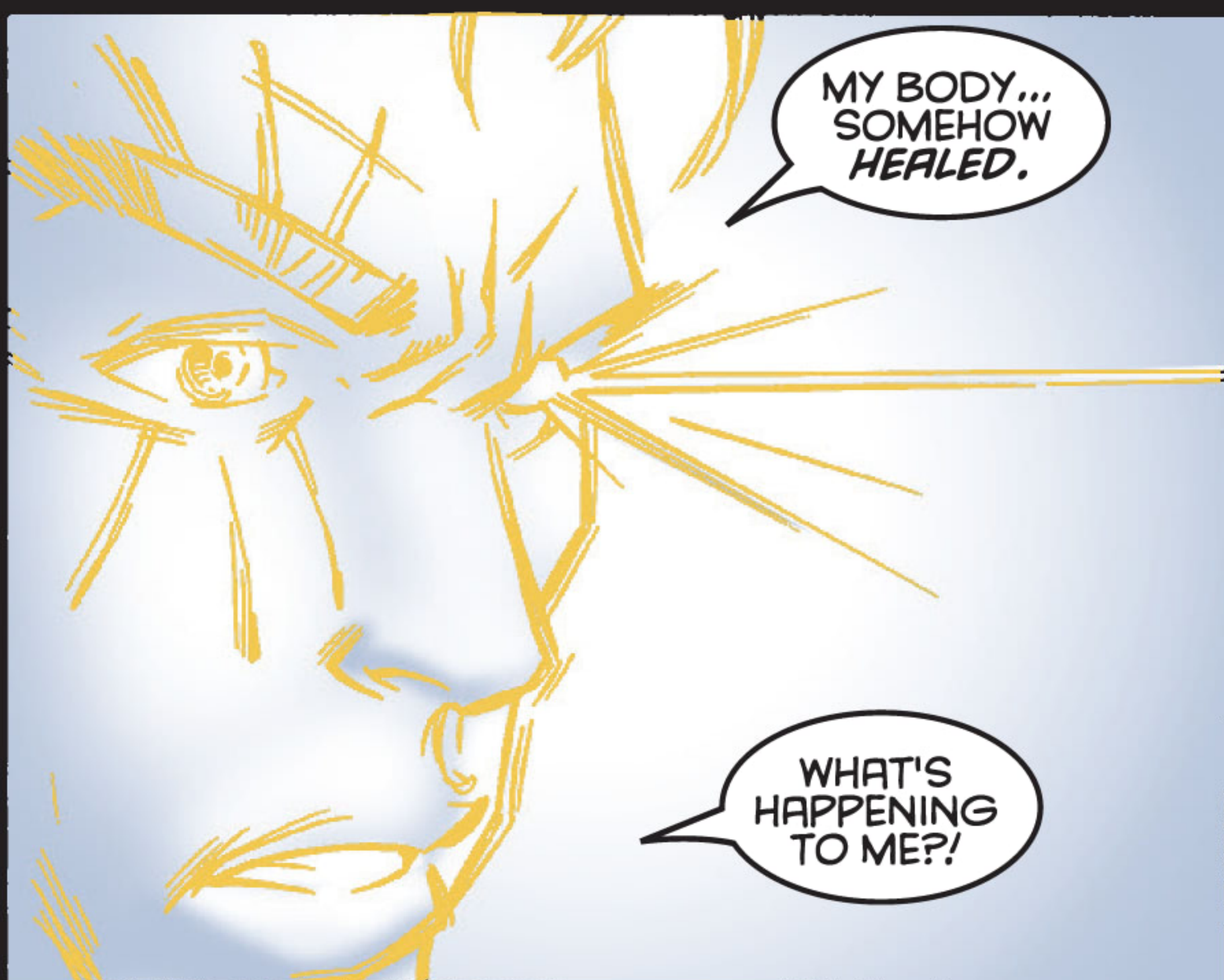


SUDDENLY.

IN A PLACE OUTSIDE
HERE AND NOW...

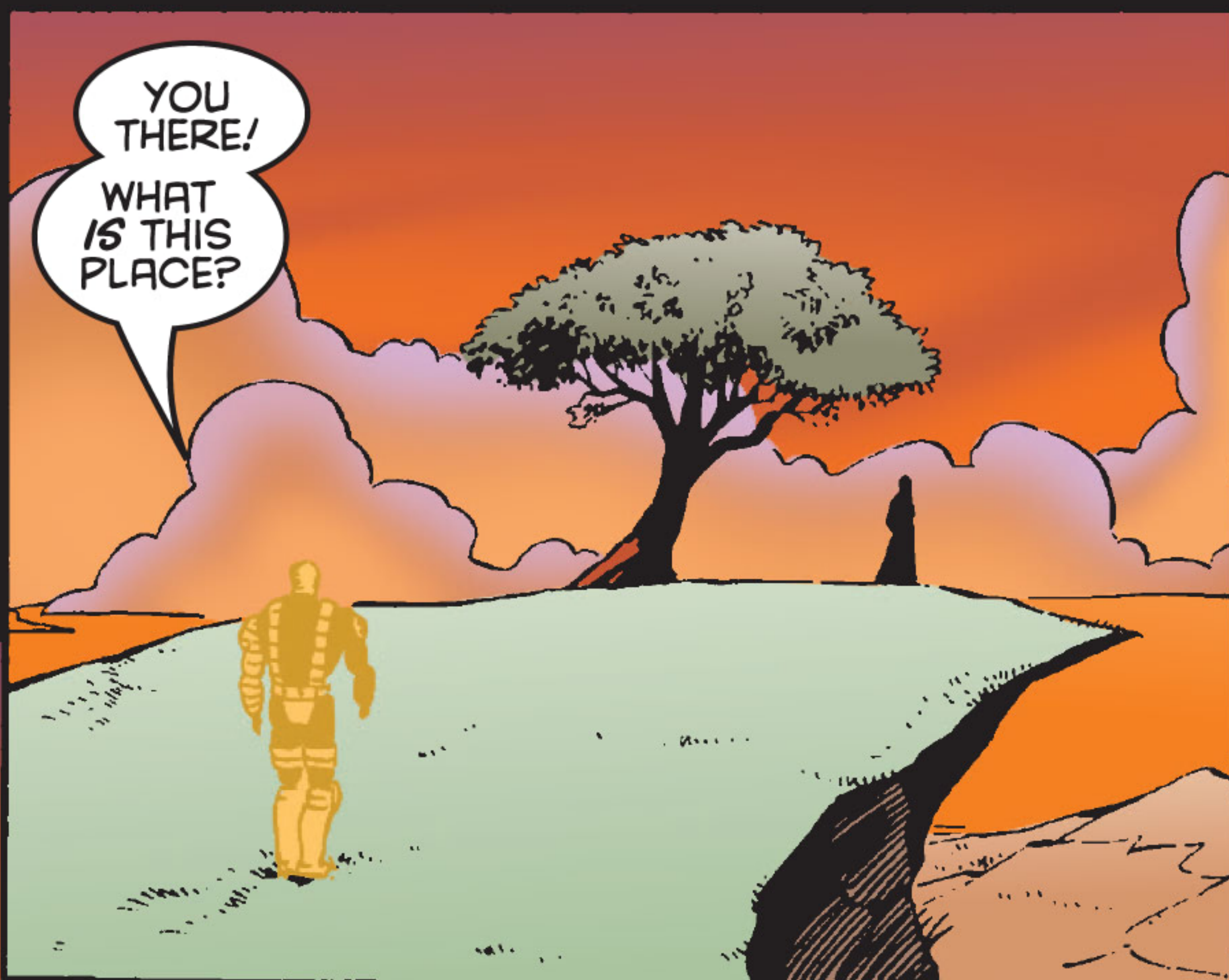
WHERE...

WHERE
AM I..?



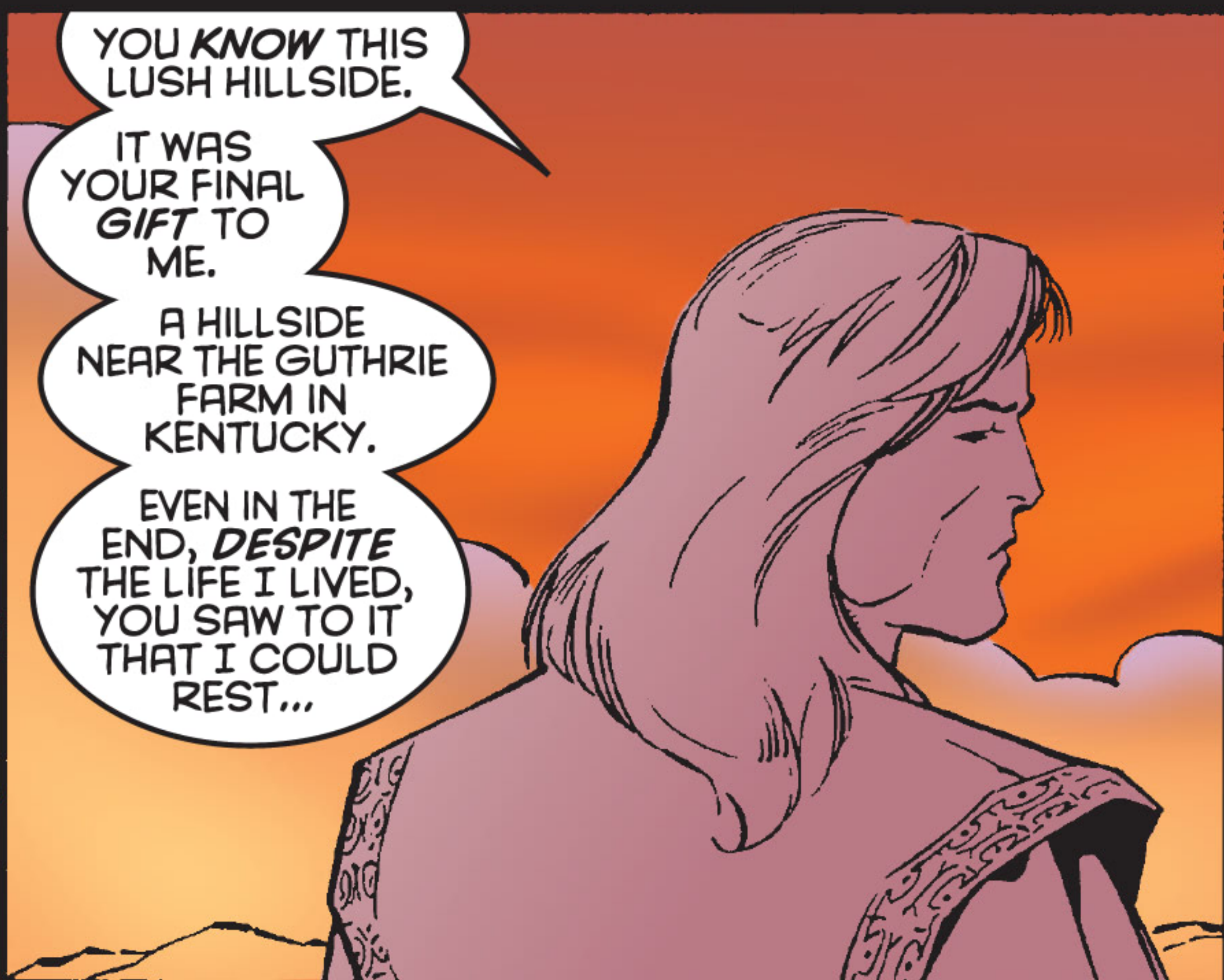
MY BODY...
SOMEHOW
HEALED.

WHAT'S
HAPPENING
TO ME?!



YOU
THERE!

WHAT
IS THIS
PLACE?

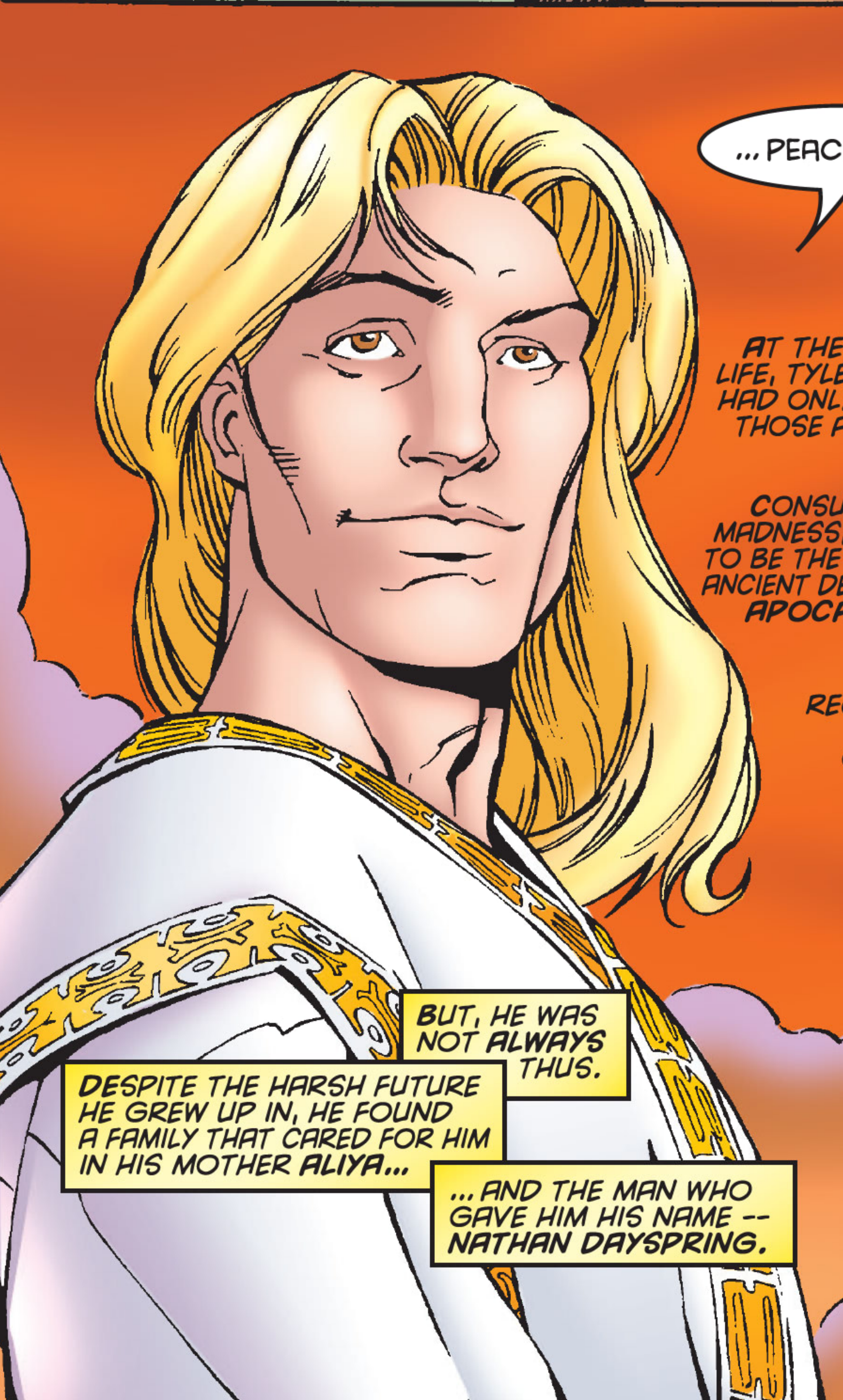


YOU KNOW THIS
LUSH HILLSIDE.

IT WAS
YOUR FINAL
GIFT TO
ME.

A HILLSIDE
NEAR THE GUTHRIE
FARM IN
KENTUCKY.

EVEN IN THE
END, **DESPITE**
THE LIFE I LIVED,
YOU SAW TO IT
THAT I COULD
REST...



... PEACEFULLY.

AT THE END OF HIS
LIFE, TYLER DAYSPRING
HAD ONLY HATRED FOR
THOSE AROUND HIM.

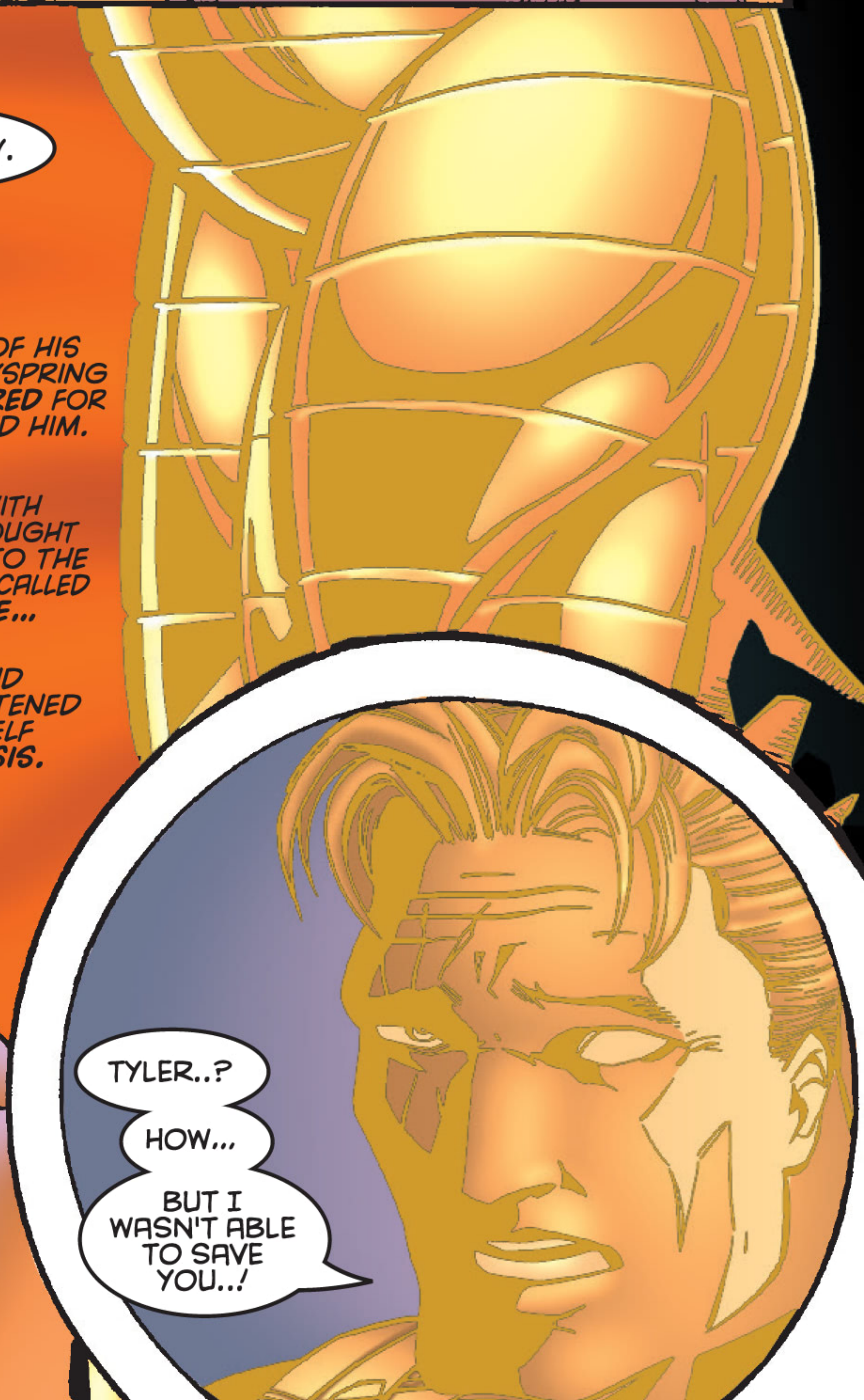
CONSUMED WITH
MADNESS, HE SOUGHT
TO BE THE HEIR TO THE
ANCIENT DESPOT CALLED
APOCALYPSE...

... AND
RECHRISTENED
HIMSELF
GENESIS.

BUT, HE WAS
NOT ALWAYS
THUS.

DESPITE THE HARSH FUTURE
HE GREW UP IN, HE FOUND
A FAMILY THAT CARED FOR HIM
IN HIS MOTHER ALIYA...

... AND THE MAN WHO
GAVE HIM HIS NAME --
NATHAN DAYSPRING.



TYLER..?

HOW...

BUT I
WASN'T ABLE
TO SAVE
YOU..!



I NEVER...
DID WHAT I
PROMISED YOUR
MOTHER,
TYLER.

I TOLD
HER I WOULD
LOOK AFTER
YOU.

I
FAILED...

WHAT IS
IT YOU USED
TO SAY TO
ME?

ALWAYS
QUICK TO
TAKE THE
BLAME ...

... AND
NONE
OF THE
CREDIT.



YOU
DIDN'T FAIL,
CABLE.

TRUE,
MY PATH WAS
TWISTED BY
STRYFE --

-- BUT
NO MORE SO
THAN WHAT
APOCALYPSE DID
TO YOU BY
INFECTING YOU
WITH THE VERY
DISEASE THAT'S
KILLING YOU.



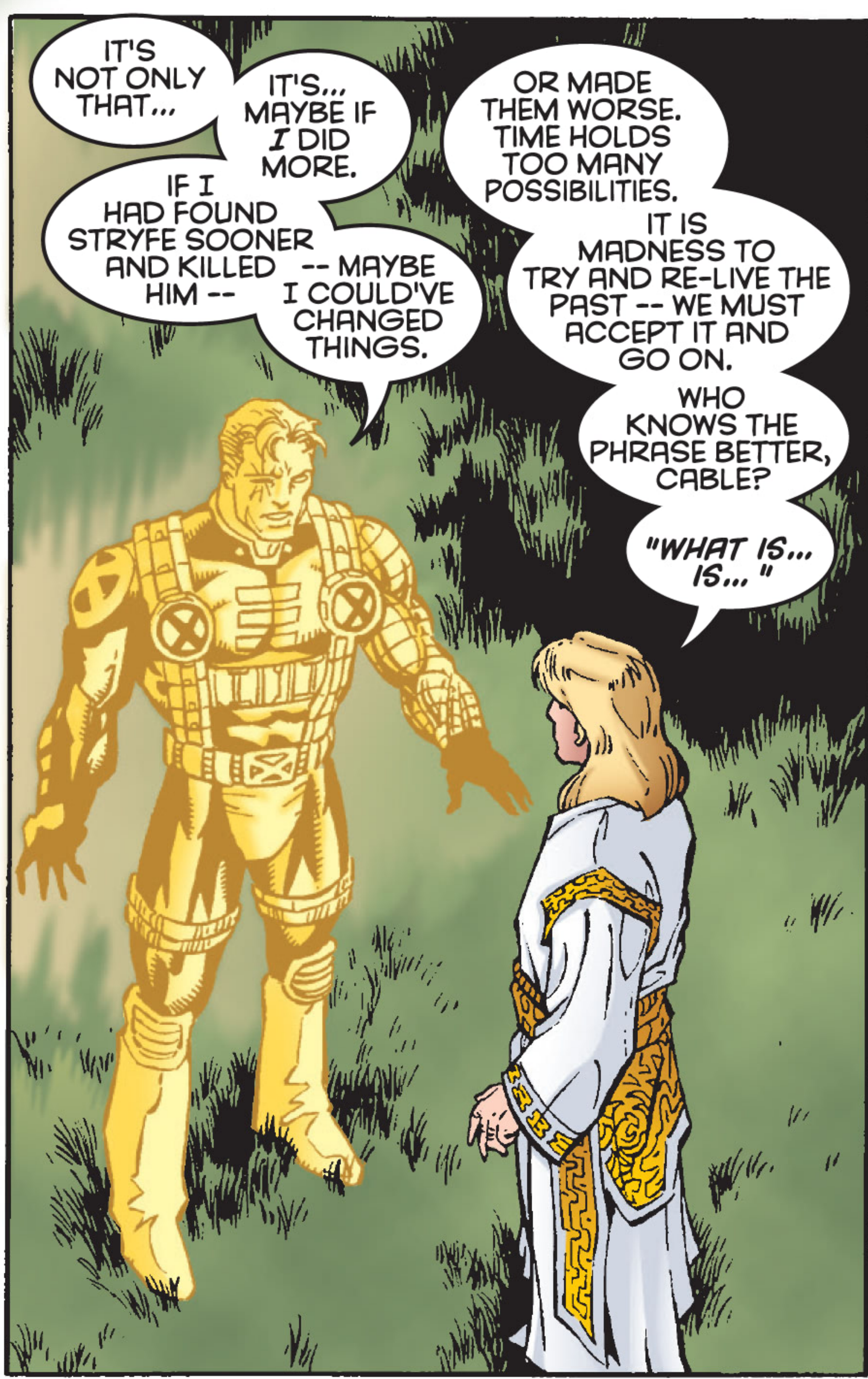
IF
ANYTHING...

... I **FAILED**
MYSELF.

BUT YOU
WERE JUST A
BOY!

YOU CAN'T BE
HELD TO THE
STANDARD --

THAT
YOU SET FOR
YOURSELF?



IT'S
NOT ONLY
THAT...

IT'S...
MAYBE IF
I DID
MORE.

OR MADE
THEM WORSE.
TIME HOLDS
TOO MANY
POSSIBILITIES.

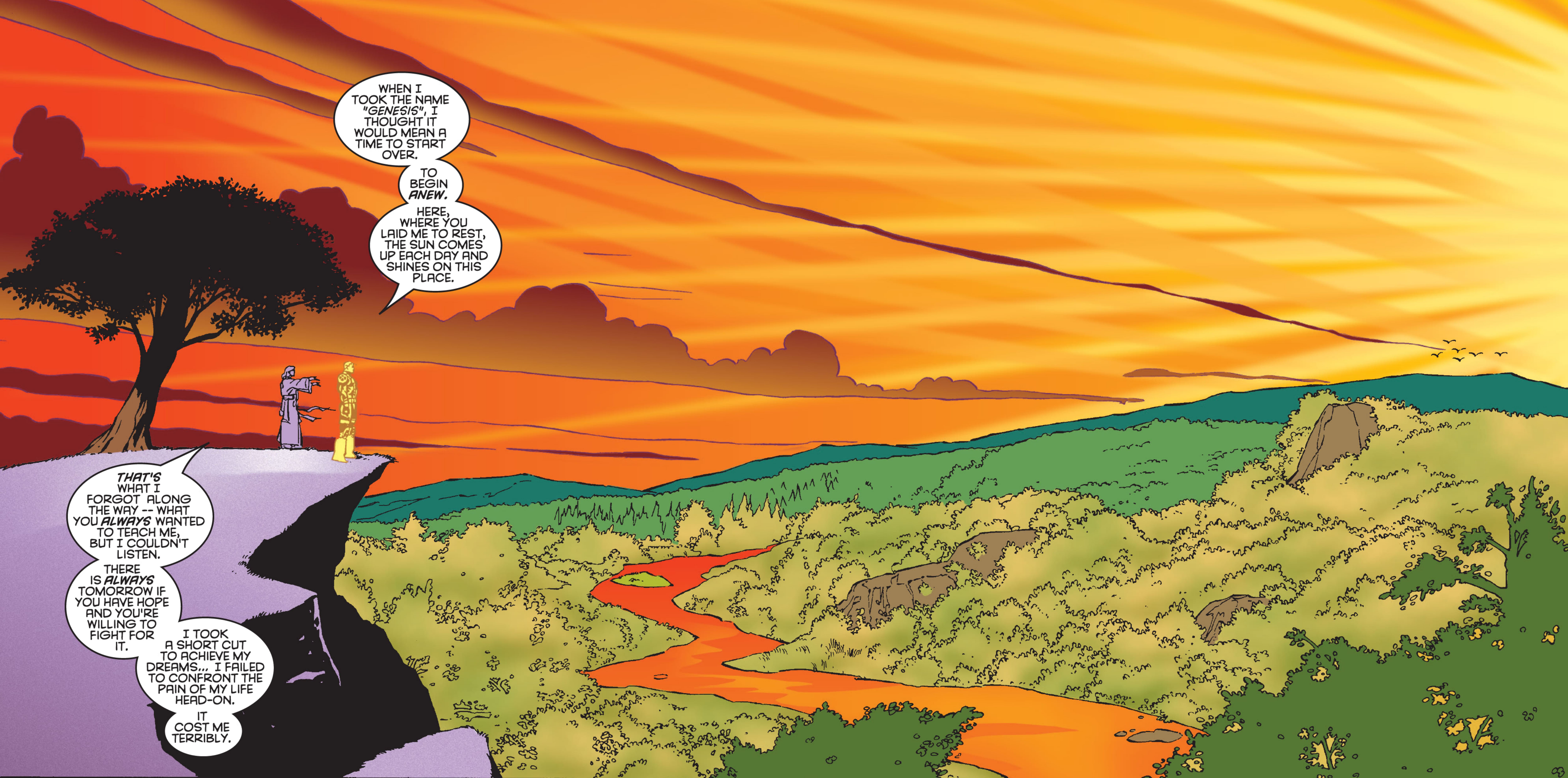
IF I
HAD FOUND
STRYFE SOONER
AND KILLED
HIM --

-- MAYBE
I COULD'VE
CHANGED
THINGS.

IT IS
MADNESS TO
TRY AND RE-LIVE THE
PAST -- WE MUST
ACCEPT IT AND
GO ON.

WHO
KNOWS THE
PHRASE BETTER,
CABLE?

"WHAT IS...
IS..."



WHEN I
TOOK THE NAME
"GENESIS", I
THOUGHT IT
WOULD MEAN A
TIME TO START
OVER.

TO
BEGIN
ANEW.

HERE,
WHERE YOU
LAID ME TO REST,
THE SUN COMES
UP EACH DAY AND
SHINES ON THIS
PLACE.

THAT'S
WHAT I
FORGOT ALONG
THE WAY -- WHAT
YOU *ALWAYS* WANTED
TO TEACH ME,
BUT I COULDN'T
LISTEN.

THERE
IS *ALWAYS*
TOMORROW IF
YOU HAVE HOPE
AND YOU'RE
WILLING TO
FIGHT FOR
IT.

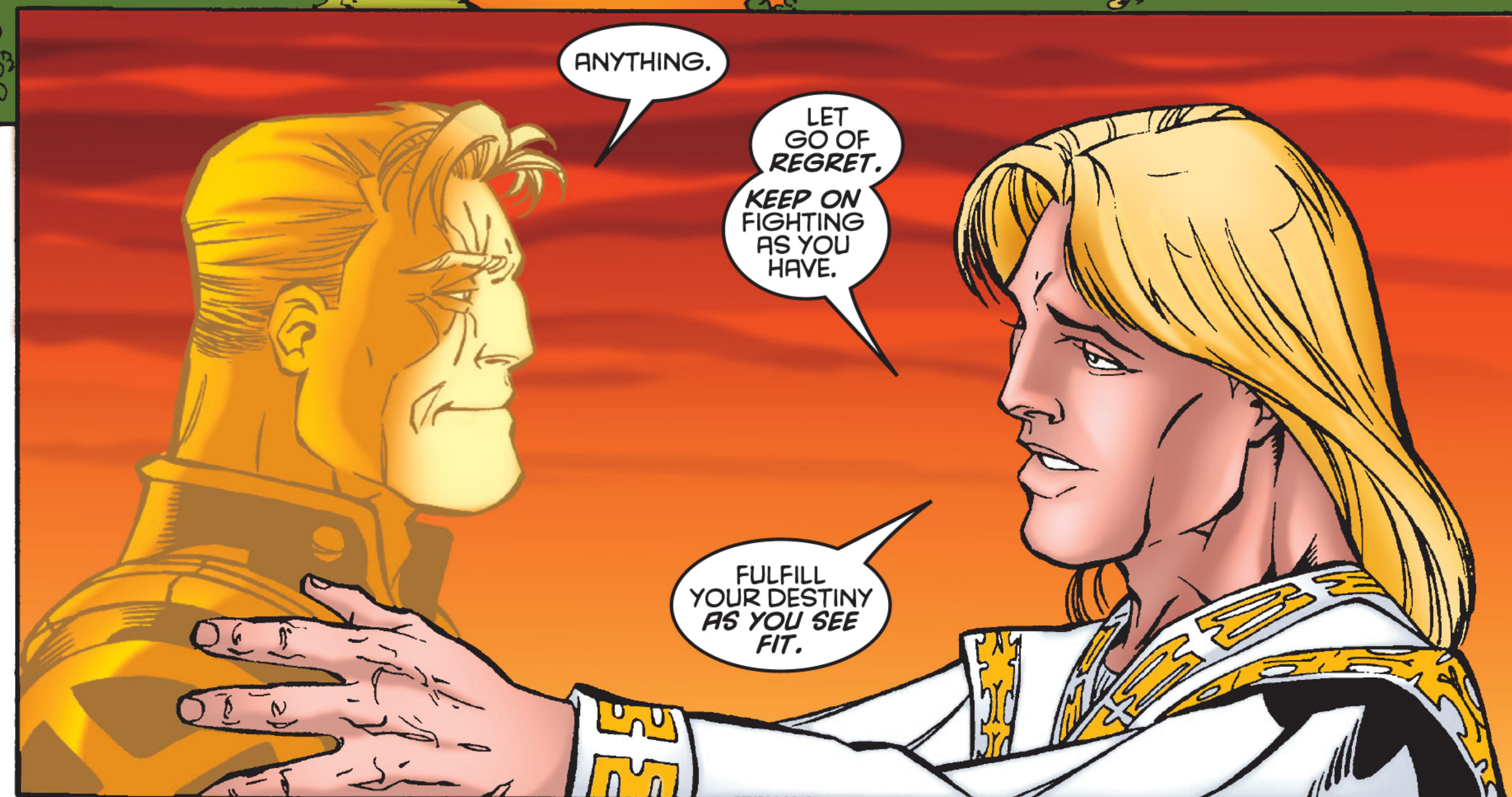
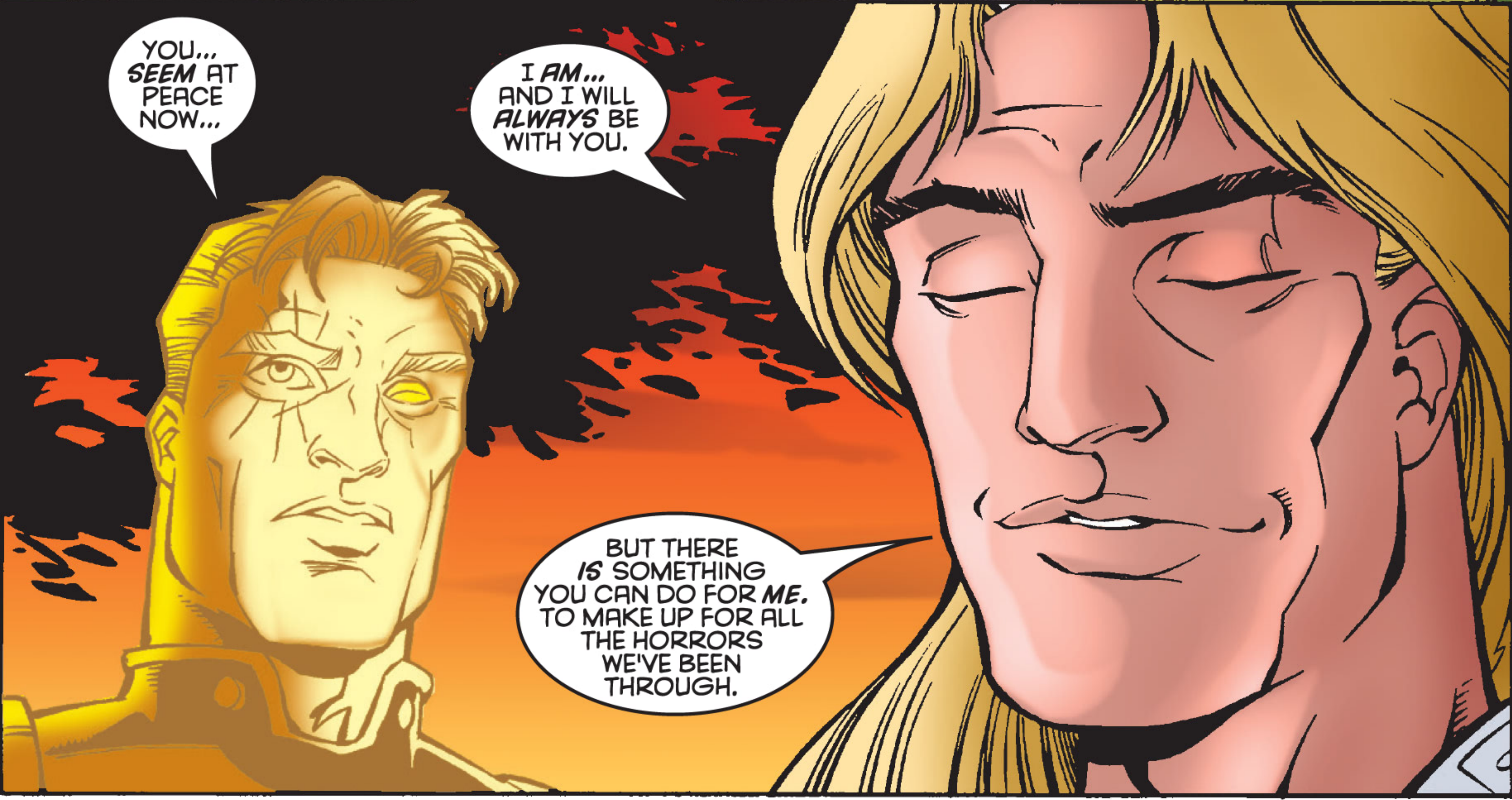
I TOOK
A SHORT CUT
TO ACHIEVE MY
DREAMS... I FAILED
TO CONFRONT THE
PAIN OF MY LIFE
HEAD-ON.

IT
COST ME
TERRIBLY.

YOU...
SEEM AT
PEACE
NOW...

I *AM*...
AND I WILL
ALWAYS BE
WITH YOU.

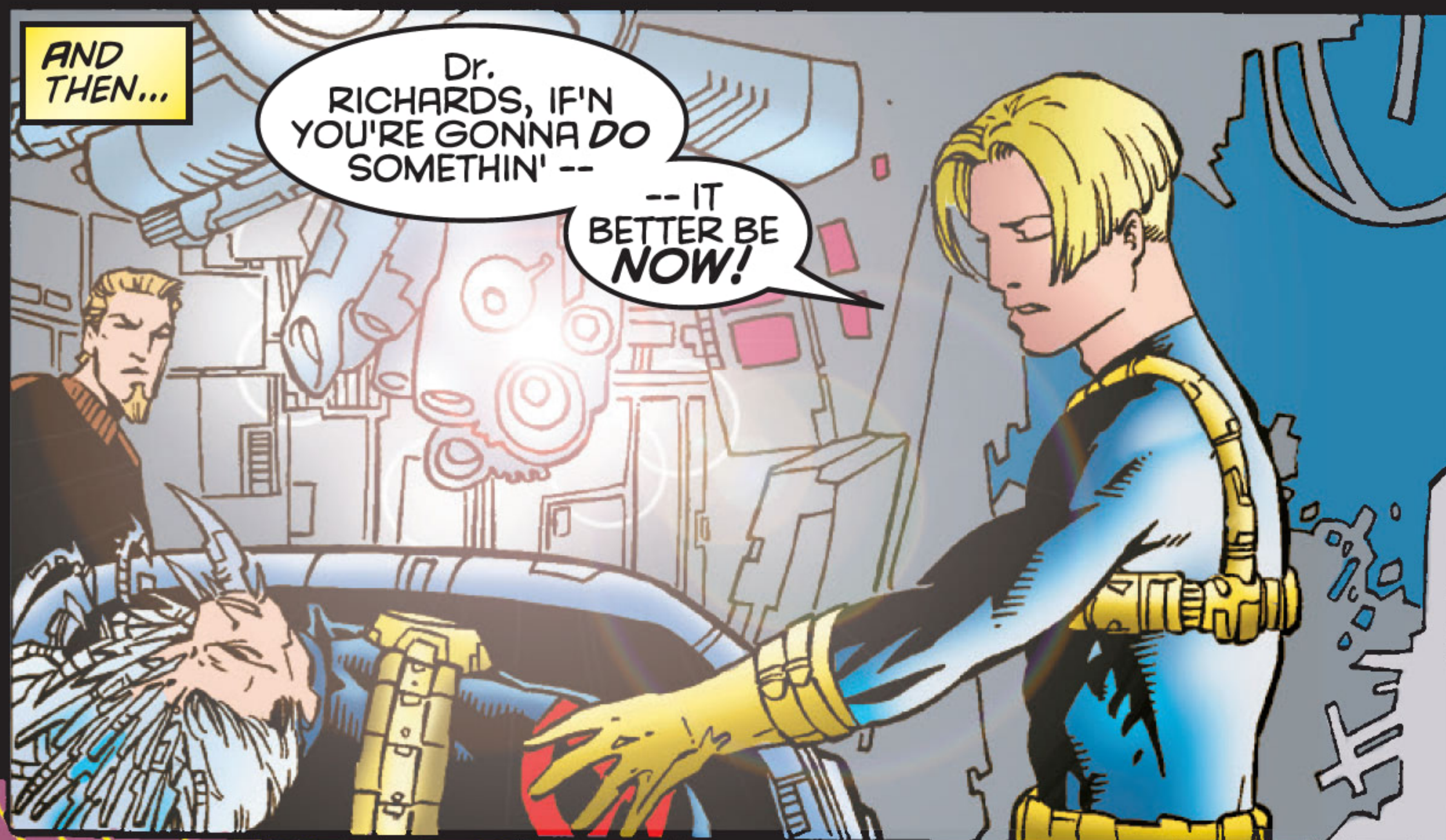
BUT THERE
IS SOMETHING
YOU CAN DO FOR *ME*.
TO MAKE UP FOR ALL
THE HORRORS
WE'VE BEEN
THROUGH.



ANYTHING.

LET
GO OF
REGRET.
KEEP ON
FIGHTING
AS YOU
HAVE.

FULFILL
YOUR DESTINY
AS YOU SEE
FIT.



AND THEN...

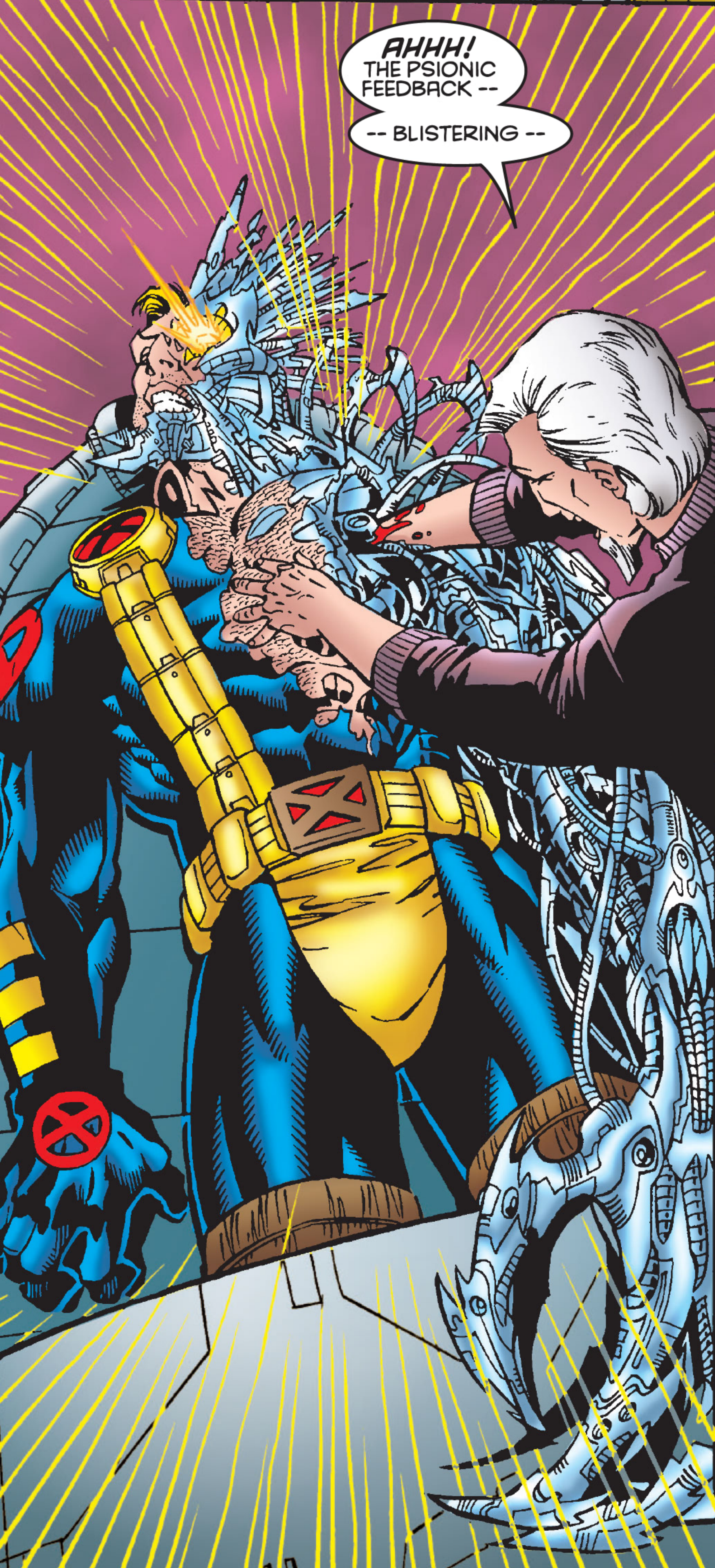
Dr. RICHARDS, IF I'N YOU'RE GONNA DO SOMETHIN' --

-- IT BETTER BE NOW!



HE'S IN SOME SORT OF COMA STASIS --
-- IF I CAN REVIVE HIS HEART --

-- SO LITTLE TIME --



AHHH!
THE PSIONIC FEEDBACK --

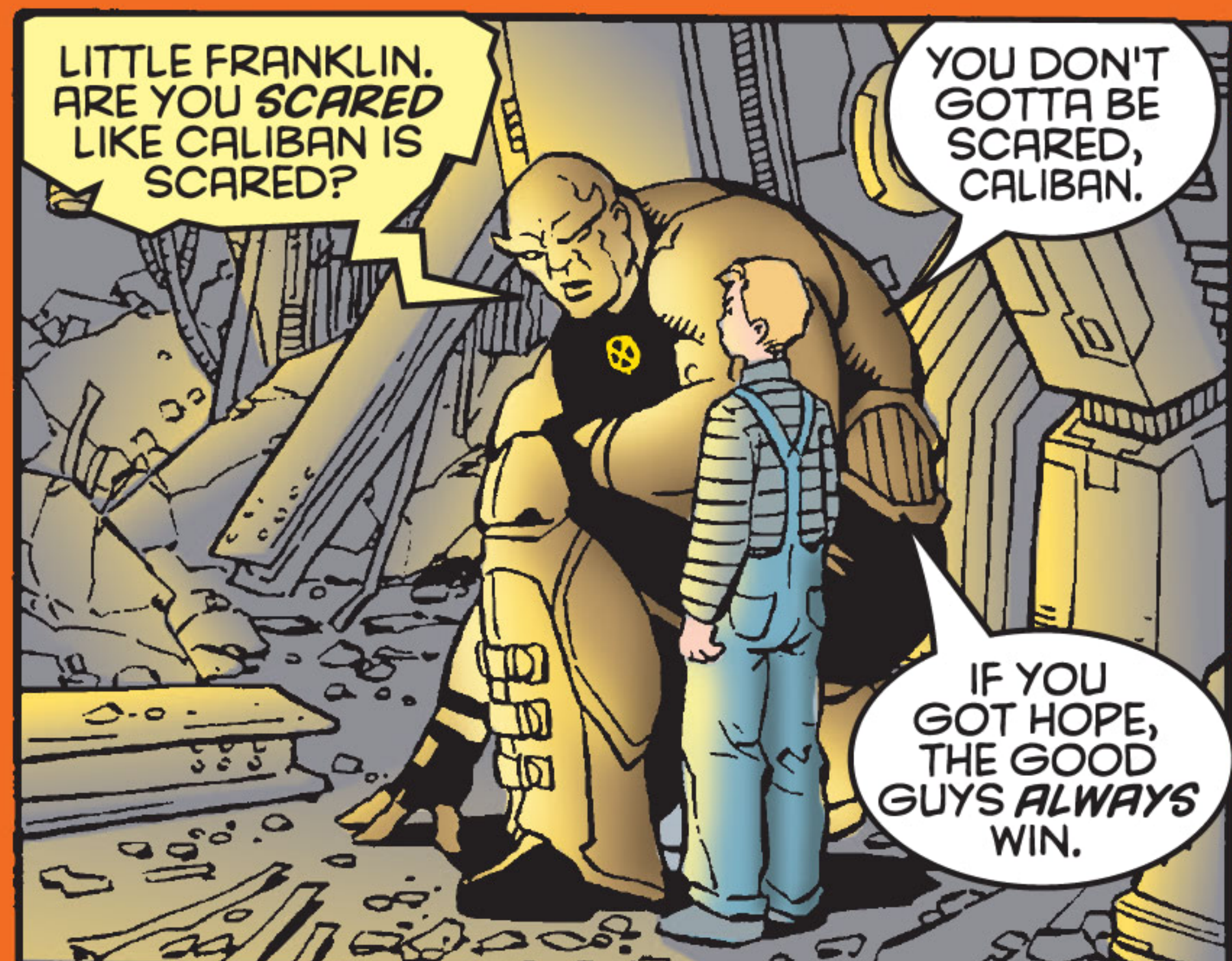
-- BLISTERING --



STORM...!

HAVE FAITH, DOMINO.

I KNOW THAT. BUT WILL IT BE ENOUGH?



LITTLE FRANKLIN. ARE YOU SCARED LIKE CALIBAN IS SCARED?

YOU DON'T GOTTA BE SCARED, CALIBAN.

IF YOU GOT HOPE, THE GOOD GUYS ALWAYS WIN.

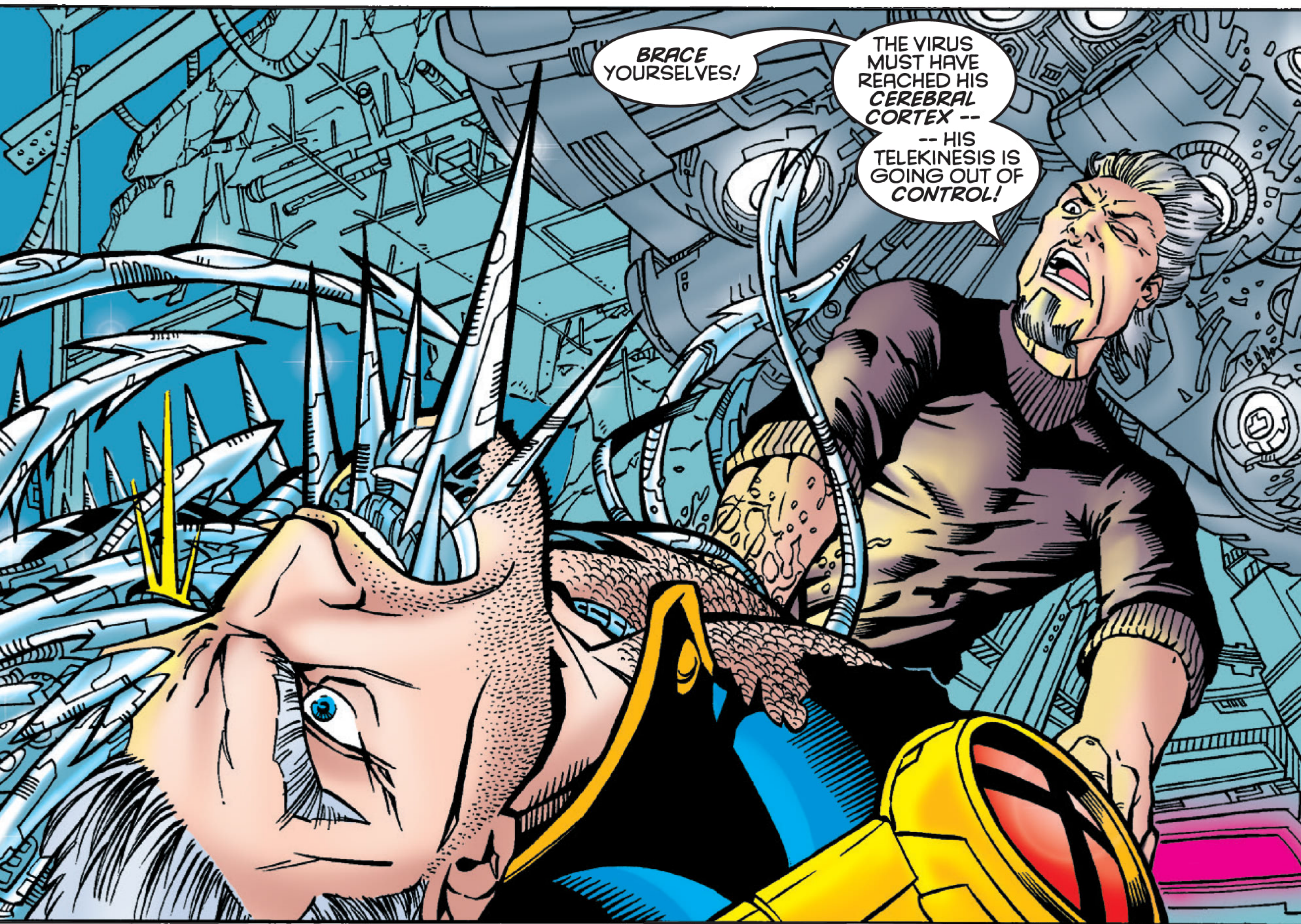


AH WISH THAT WERE TRUE, KID.

BUT WITH XAVIER'S FALL...

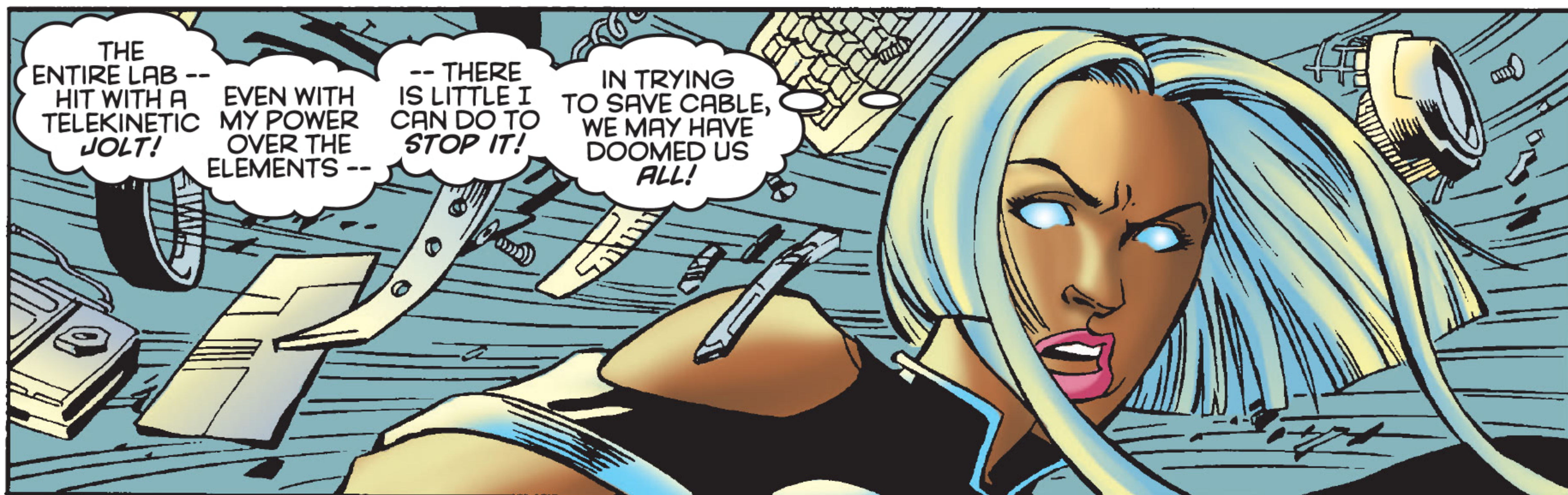
NOW, CABLE...

WHAT'S GONNA HAPPEN TO THE REST OF THE PEOPLE WHO FOLLOWED THEM?



BRACE YOURSELVES!

THE VIRUS MUST HAVE REACHED HIS CEREBRAL CORTEX --
-- HIS TELEKINESIS IS GOING OUT OF CONTROL!

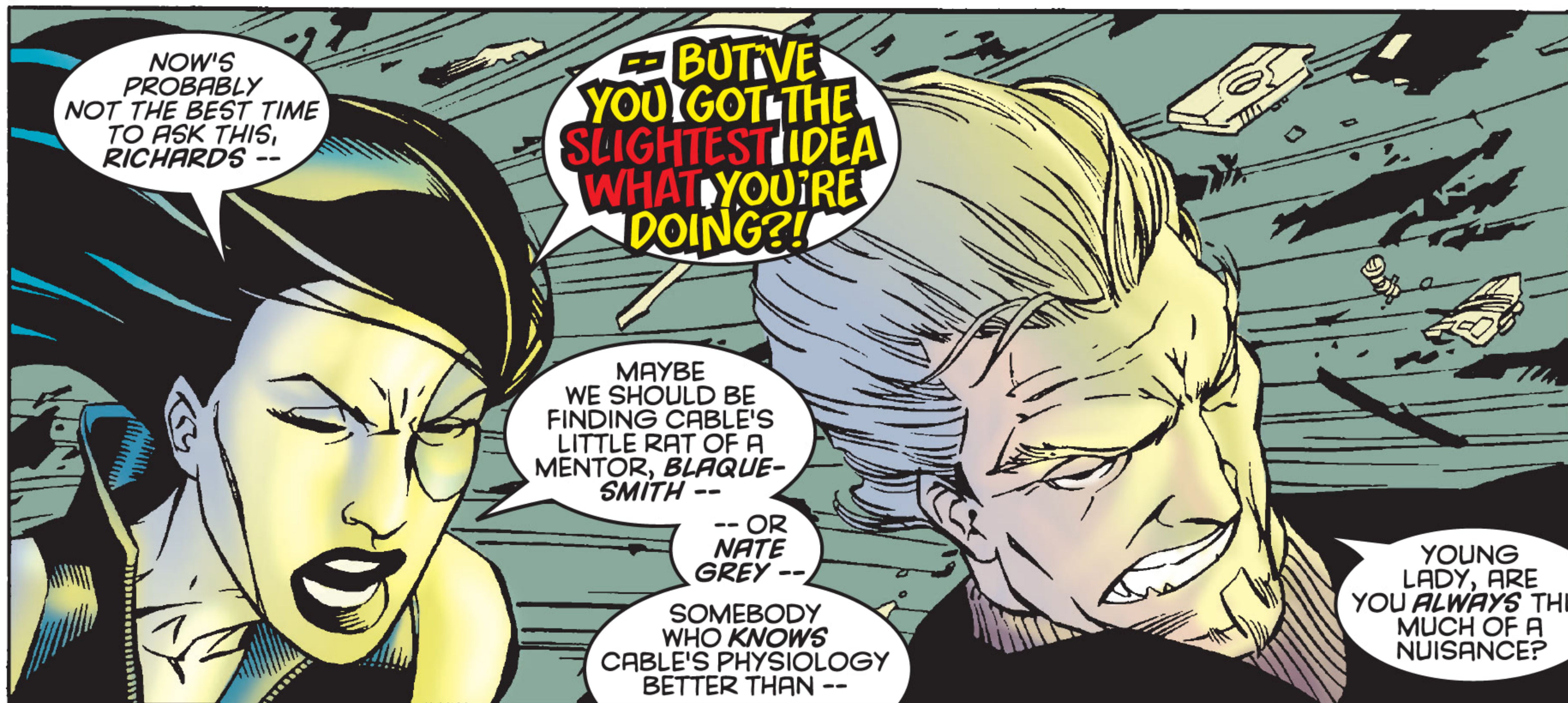


THE ENTIRE LAB -- HIT WITH A TELEKINETIC JOLT!

EVEN WITH MY POWER OVER THE ELEMENTS --

-- THERE IS LITTLE I CAN DO TO STOP IT!

IN TRYING TO SAVE CABLE, WE MAY HAVE DOOMED US ALL!



NOW'S PROBABLY NOT THE BEST TIME TO ASK THIS, RICHARDS --

-- BUT I'VE GOT THE SLIGHTEST IDEA WHAT YOU'RE DOING?!

MAYBE WE SHOULD BE FINDING CABLE'S LITTLE RAT OF A MENTOR, BLAQUE-SMITH --

-- OR NATE GREY --

SOMEBODY WHO KNOWS CABLE'S PHYSIOLOGY BETTER THAN --

YOUNG LADY, ARE YOU ALWAYS THIS MUCH OF A NUISANCE?

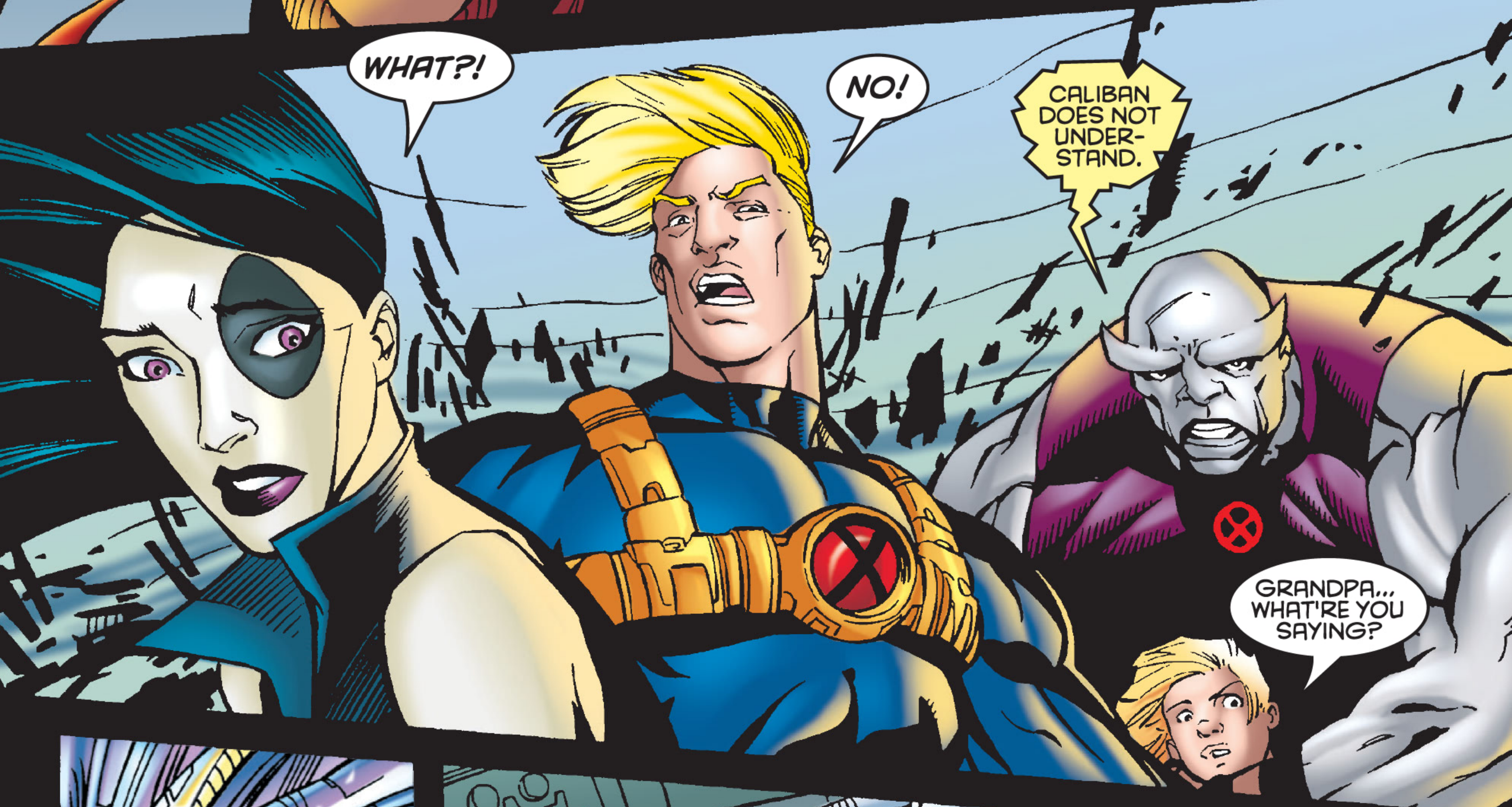


DOMINO!
CABLE IS
DYING!

OUR LAST,
BEST AND **ONLY**
HOPE IS TO LET
Dr. RICHARDS
DO WHAT
HE CAN.

THEN...

I AM
SORRY.

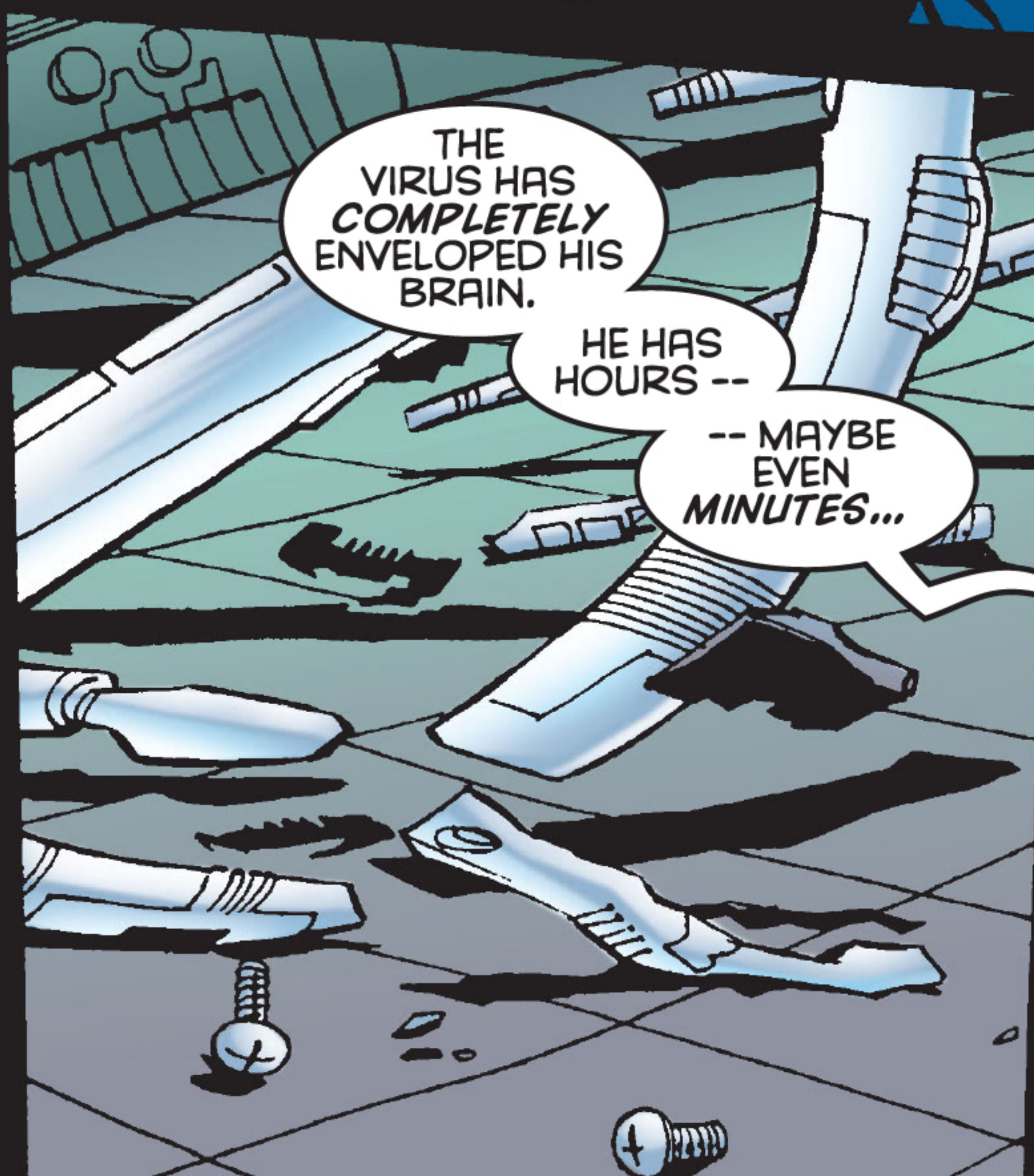
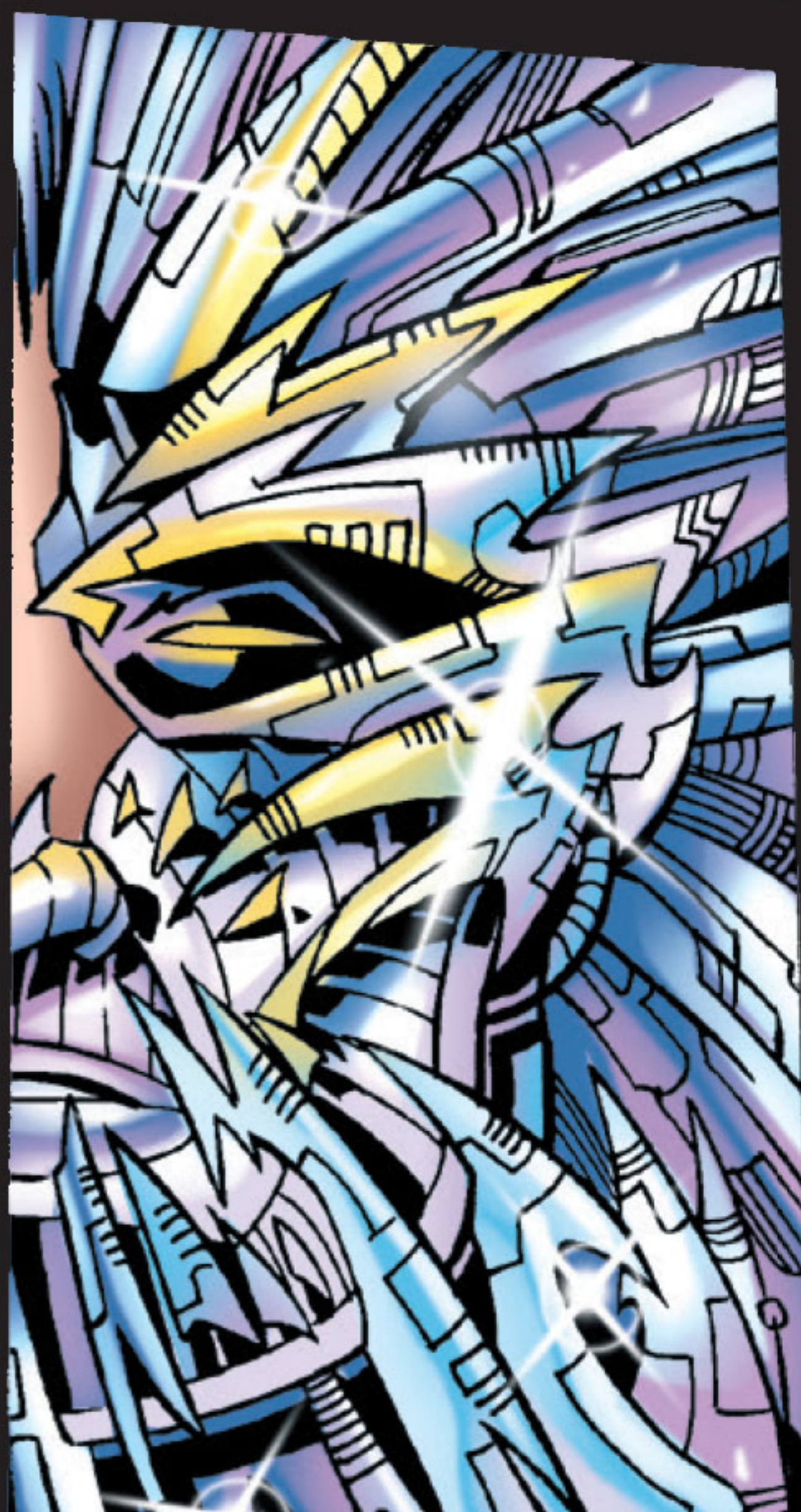


WHAT?!

NO!

CALIBAN
DOES NOT
UNDER-
STAND.

GRANDPA...
WHAT'RE YOU
SAYING?



THE
VIRUS HAS
COMPLETELY
ENVELOPED HIS
BRAIN.

HE HAS
HOURS --

-- MAYBE
EVEN
MINUTES...

IF THERE IS
ANY **FAMILY** HE
SHOULD BE
WITH --

-- YOU
SHOULD
GET HIM
THERE.

QUICKLY.



YES,
HE HAS
FAMILY.
WE
ARE HIS
FAMILY.

AND THIS IS **UN-
ACCEPTABLE.**

STORM,
WHAT'RE YOU
DOING...?

WE
SHOULD BE
GETTIN' HIM BACK
TO **JEAN** AND
SCOTT.

NO!

THERE IS
ALWAYS
ANOTHER
WAY.

IT IS
ONE OF THE
FOUNDING
PRINCIPLES OF
THE X-MEN.

I BELIEVE
IN YOU,
NATHAN.

I BELIEVE
THAT IF YOU SET
YOUR MIND TO IT--
YOU CAN DO
ANYTHING.

I
BELIEVE IN
YOU, TOO,
MISTER
CABLE.
AND
THERE ARE
THINGS I CAN
DO WITH **MY**
MIND, JUST
LIKE YOU.

ANOTHER TIME,
ANOTHER PLACE...

... THE FOREST
OF EBONSHIRE.

A LEGENDARY PLACE --
EVEN FOR THE TIME IN
THE FAR-FLUNG FUTURE
THAT IS LITTLE MORE
THAN A MEMORY FOR
CABLE.

IT IS HERE THAT
YOUNG DAYSPRING
FIRST ENCOUNTERED
THE TEACHINGS OF
THE ASKANI --

-- AND BEGAN DOWN
THE ARDUOUS ROAD
OF BEING "THE CHOSEN
ONE."

ANOTHER SEMINAL
MOMENT OCCURRED
IN THIS PLACE. ☒

IT WAS HERE CABLE
MET HIS FIRST, AND
SOME WOULD SAY,
HIS ONE TRUE LOVE.

THE NOVITIATE
KNOWN AS
ALIYA.

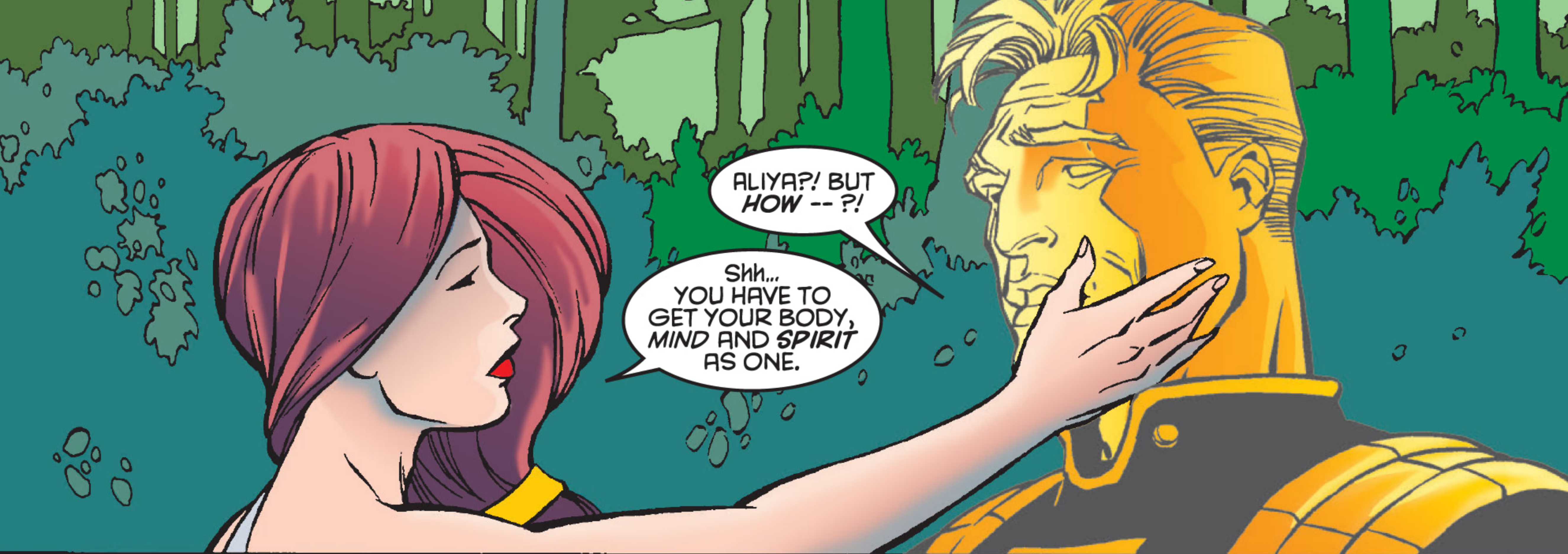
SHE WHO WOULD
SOMEDAY BECOME
HIS WIFE --

--AND WHO WOULD
TRAGICALLY DIE TO
PRESERVE THE FREEDOM
THEY DESPERATELY
SOUGHT TOGETHER.

NATHAN.

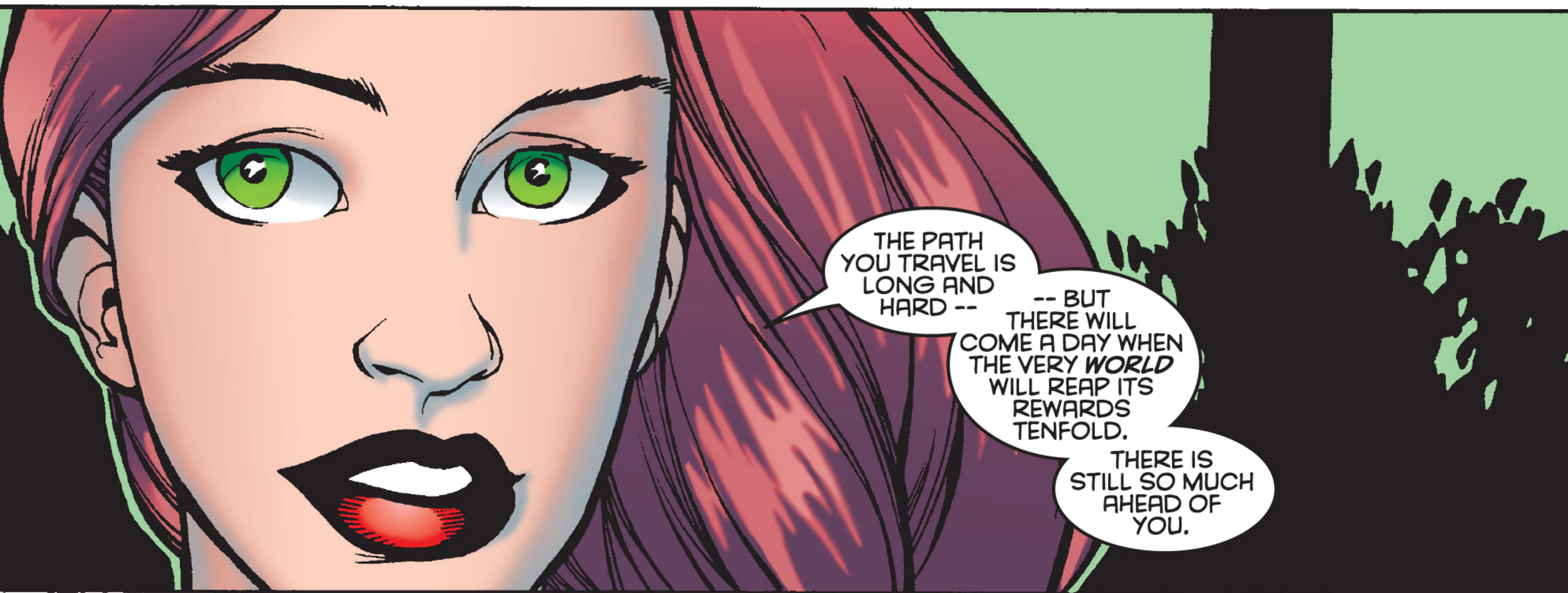


SEE ASKANI'SON #1 • 4
-- Askani Mark!



ALIYA?! BUT
HOW -- ?!

Shh...
YOU HAVE TO
GET YOUR BODY,
MIND AND *SPIRIT*
AS ONE.



THE PATH
YOU TRAVEL IS
LONG AND
HARD --

-- BUT
THERE WILL
COME A DAY WHEN
THE VERY *WORLD*
WILL REAP ITS
REWARDS
TENFOLD.

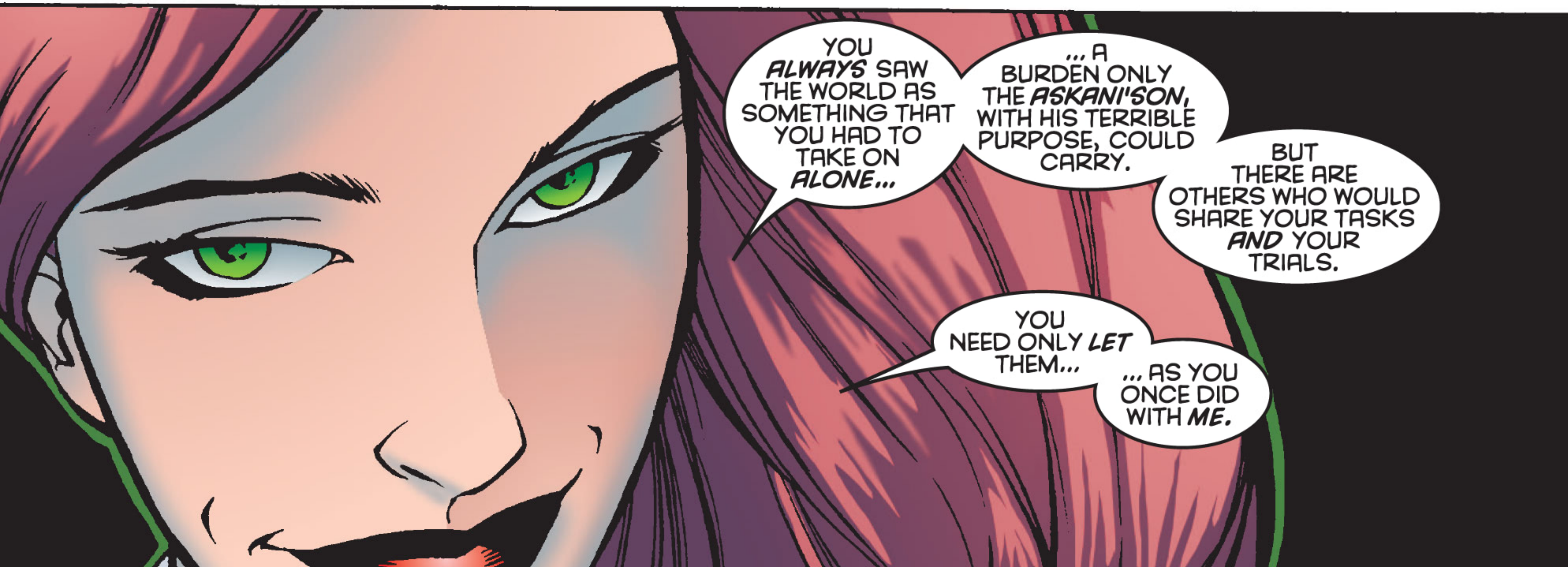
THERE IS
STILL SO MUCH
AHEAD OF
YOU.



I...
HAVE TO
GO *BACK*,
DON'T I?

EVEN
THOUGH
SOMEHOW,
SOMEWAY WE'RE
TOGETHER
AGAIN.

I HAVE
TO FULFILL MY
ALL-CONSUMING
DESTINY.



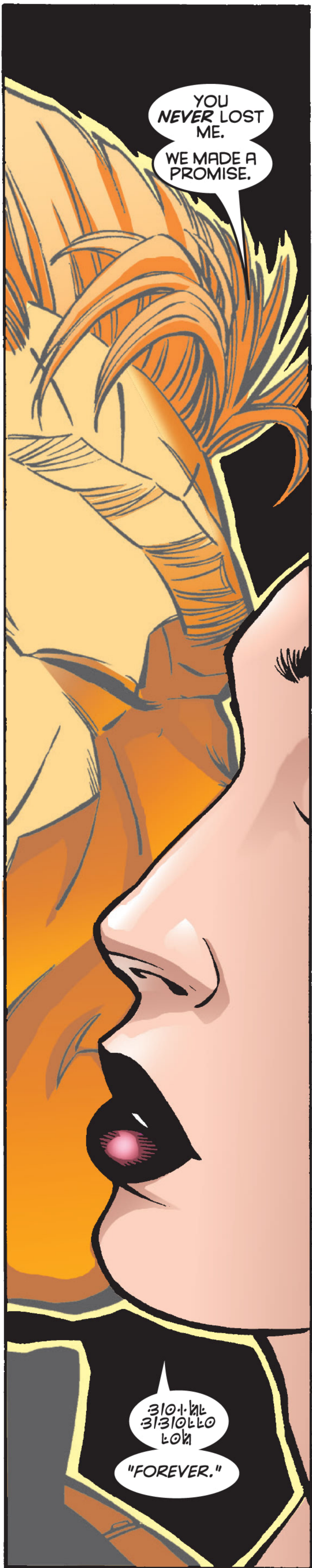
YOU
ALWAYS SAW
THE WORLD AS
SOMETHING THAT
YOU HAD TO
TAKE ON
ALONE...

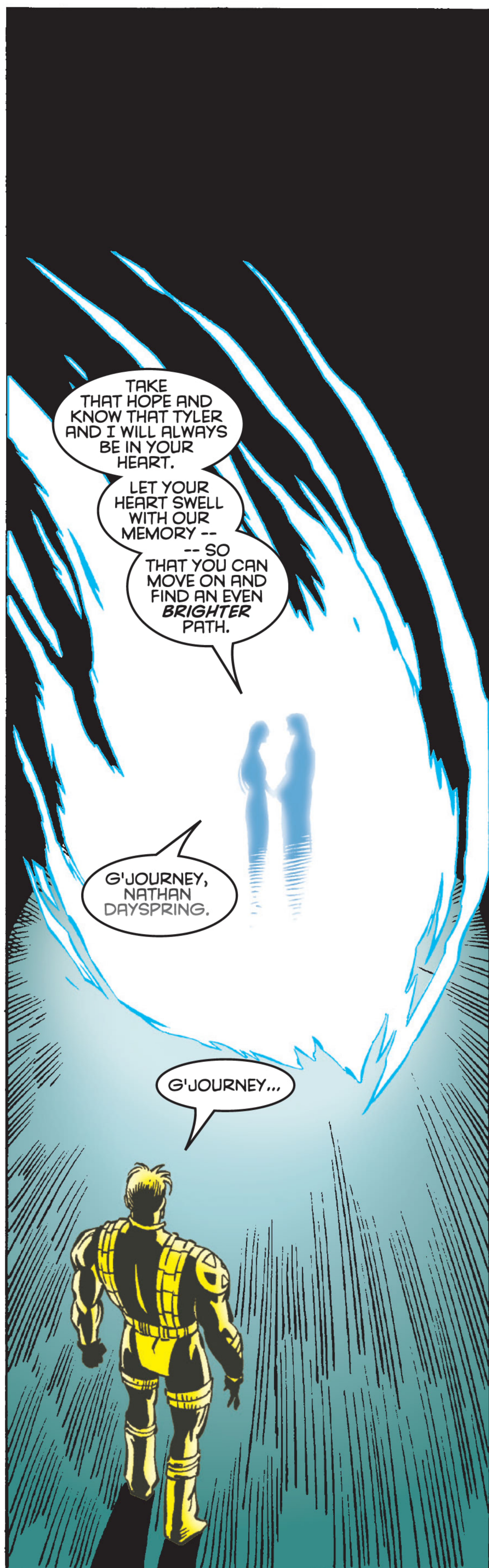
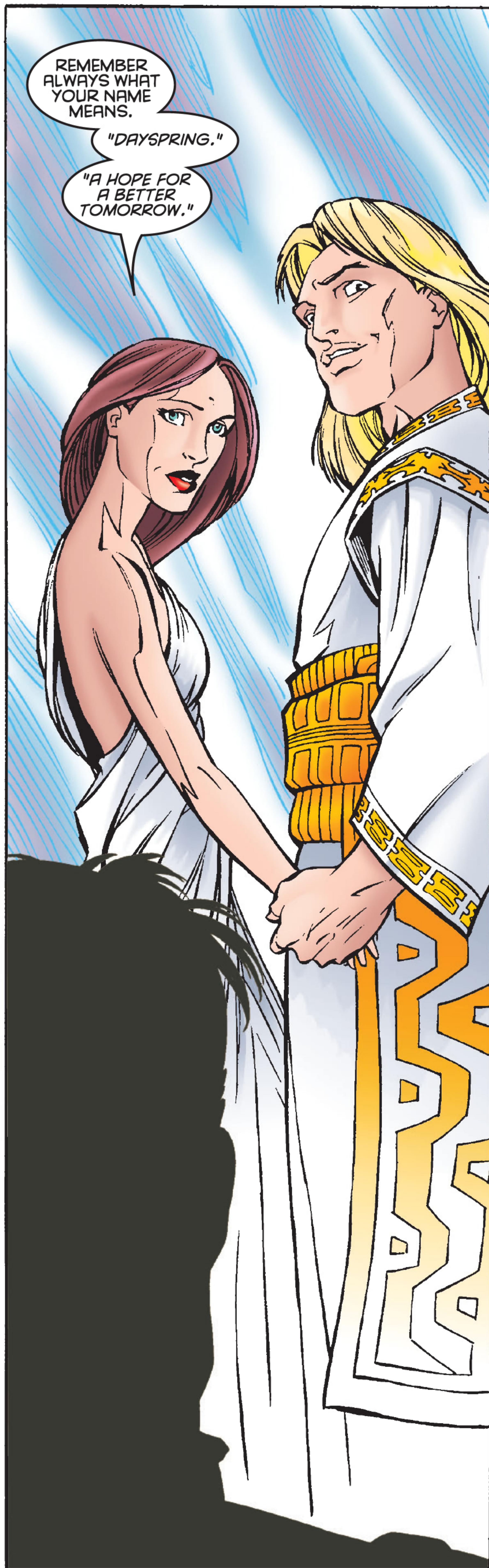
... A
BURDEN ONLY
THE *ASKANI'SON*,
WITH HIS TERRIBLE
PURPOSE, COULD
CARRY.

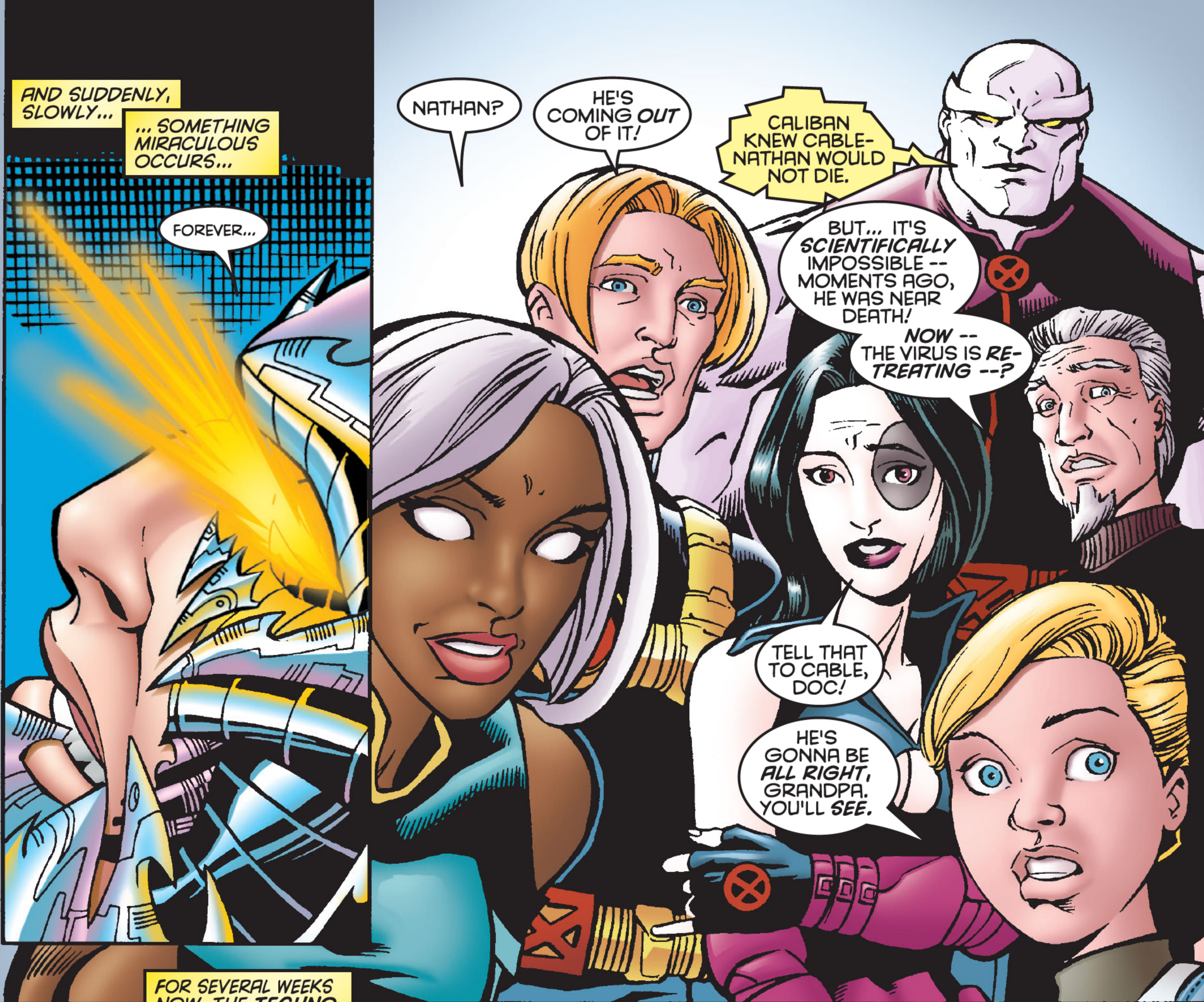
BUT
THERE ARE
OTHERS WHO WOULD
SHARE YOUR TASKS
AND YOUR
TRIALS.

YOU
NEED ONLY *LET*
THEM...

... AS YOU
ONCE DID
WITH *ME*.







AND SUDDENLY,
SLOWLY...

... SOMETHING
MIRACULOUS
OCCURS...

FOREVER...

NATHAN?

HE'S
COMING OUT
OF IT!

CALIBAN
KNEW CABLE-
NATHAN WOULD
NOT DIE.

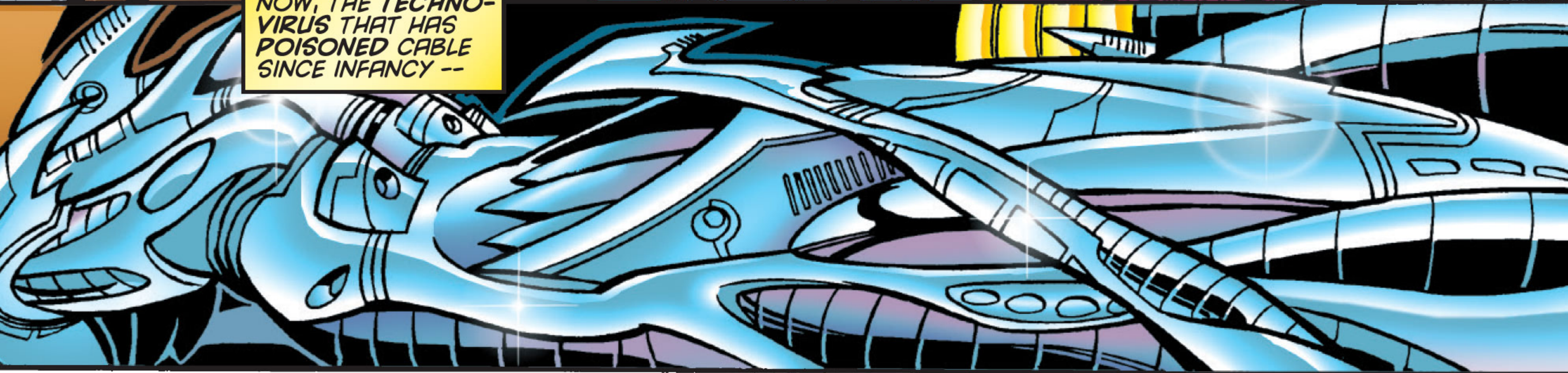
BUT... IT'S
SCIENTIFICALLY
IMPOSSIBLE --
MOMENTS AGO,
HE WAS NEAR
DEATH!

NOW --
THE VIRUS IS RE-
TREATING --?

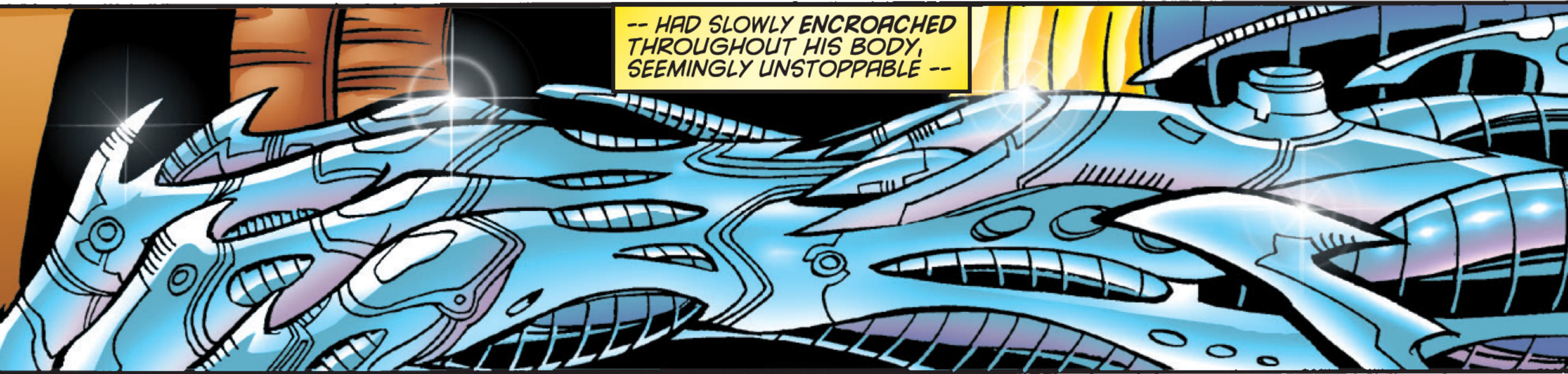
TELL THAT
TO CABLE,
DOC!

HE'S
GONNA BE
ALL RIGHT,
GRANDPA.
YOU'LL SEE.

FOR SEVERAL WEEKS
NOW, THE TECHNO-
VIRUS THAT HAS
POISONED CABLE
SINCE INFANCY --

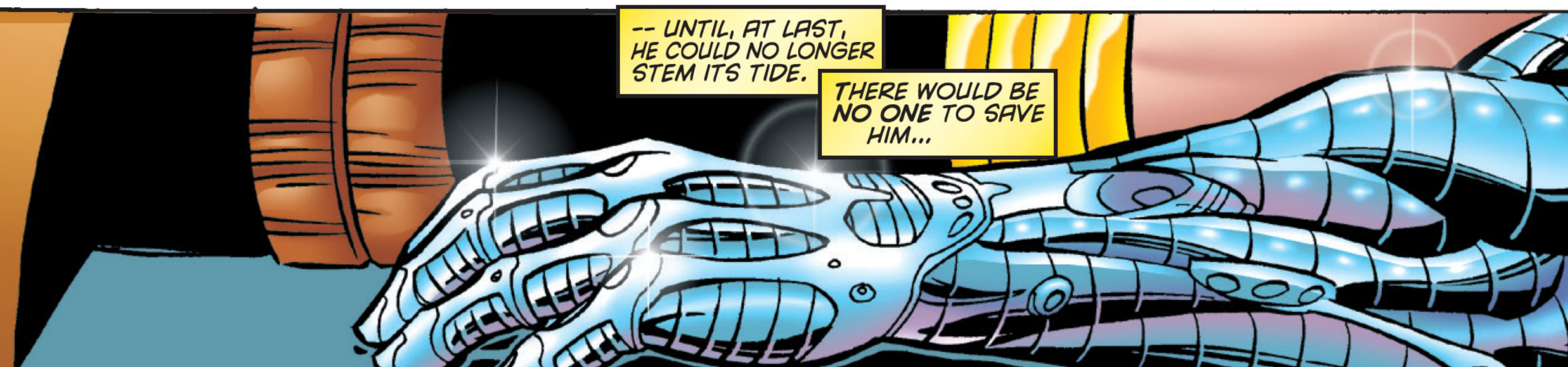


-- HAD SLOWLY ENCROACHED
THROUGHOUT HIS BODY,
SEEMINGLY UNSTOPPABLE --



-- UNTIL, AT LAST,
HE COULD NO LONGER
STEM ITS TIDE.

THERE WOULD BE
NO ONE TO SAVE
HIM...



... SAVE FOR
THE MAN
HIMSELF.

I'M
BACK.

AND IN HIS VOICE,
THEY ALL NOTICE
A NEW TIMBER --

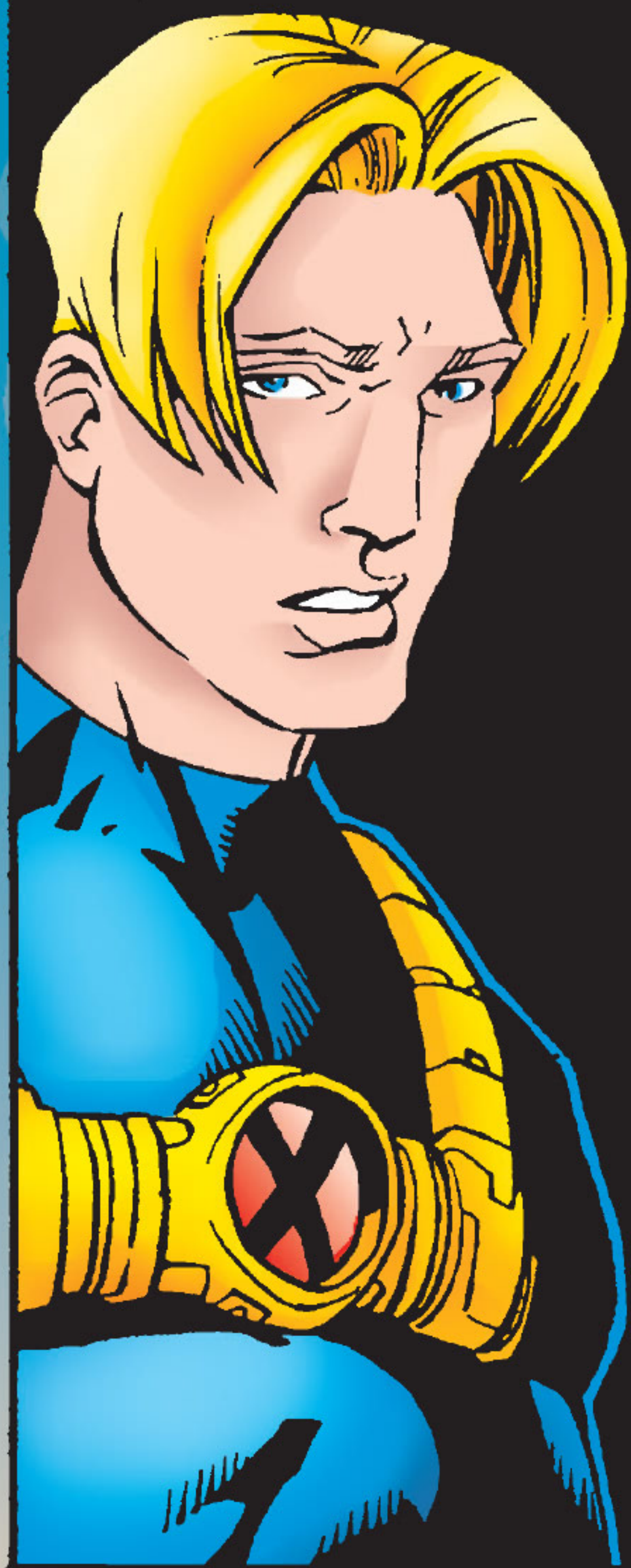
-- A STRENGTH
THEY ALL THOUGHT
WAS LOST...

... BUT IS NOW
REJUVENATED...

... **TENFOLD!**



BUT...
SIR... IF
YA ALWAYS
HAD THE POWER
TA STOP THE
VIRUS --
-- WHY
DIDN'T YA
STOP IT *BEFORE* IT
GOT ALL OUTTA
CONTROL?



I...
DON'T KNOW,
SAM.

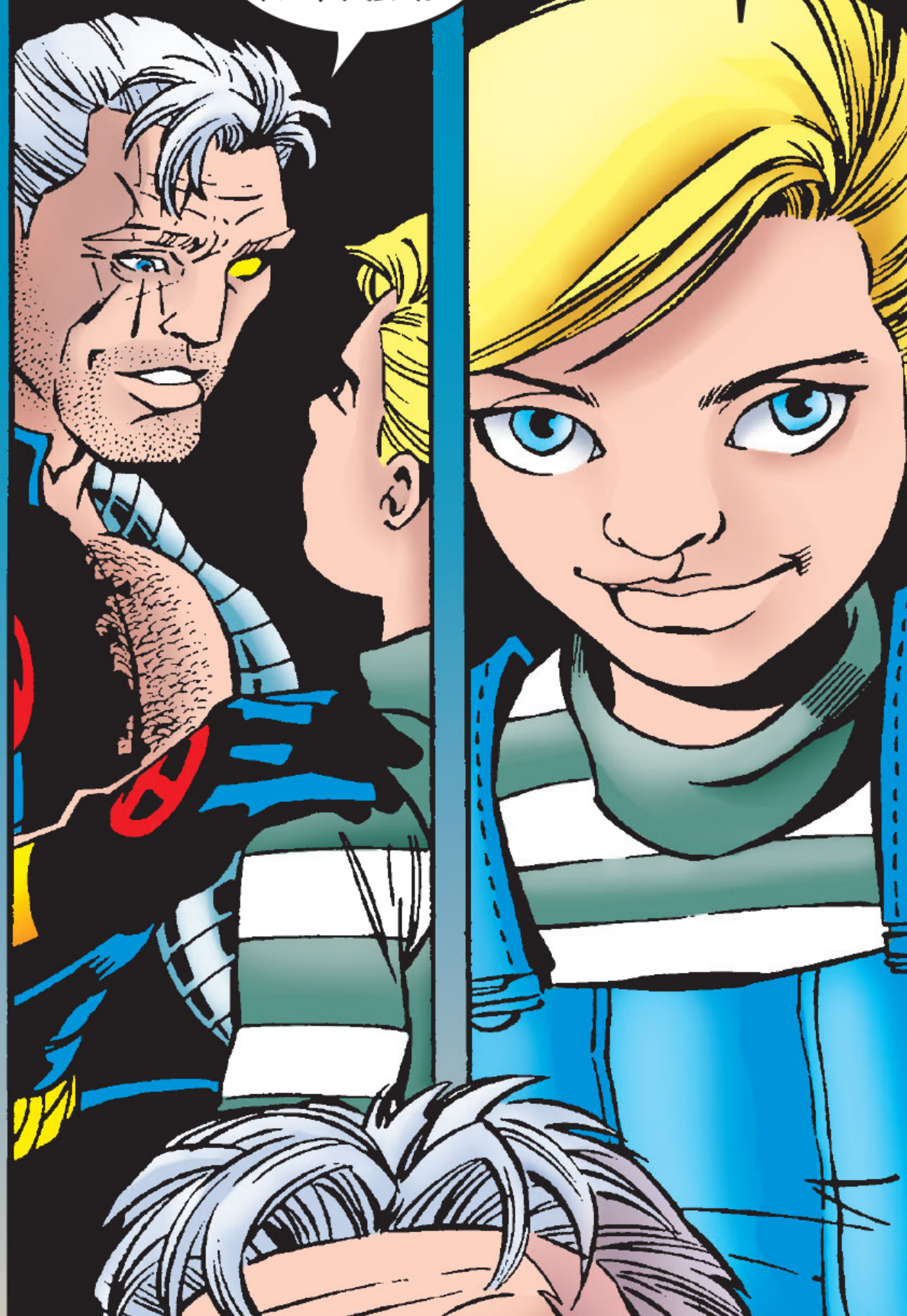
MAYBE
BECAUSE OF
THE NATURE OF THE
INTERFERENCE ON
THE PSIONIC PLANE
CAUSED BY BOTH
NATE GREY AND
ONSLAUGHT.

MAYBE
ONSLAUGHT
HIMSELF WAS
KEEPING ME FROM
BEING AT MY BEST.

BUT... MAYBE
IT WAS WITH A
LITTLE HELP FROM
MY FRIENDS.

YOU'RE
MY FRIEND,
AREN'T YOU,
FRANKLIN?

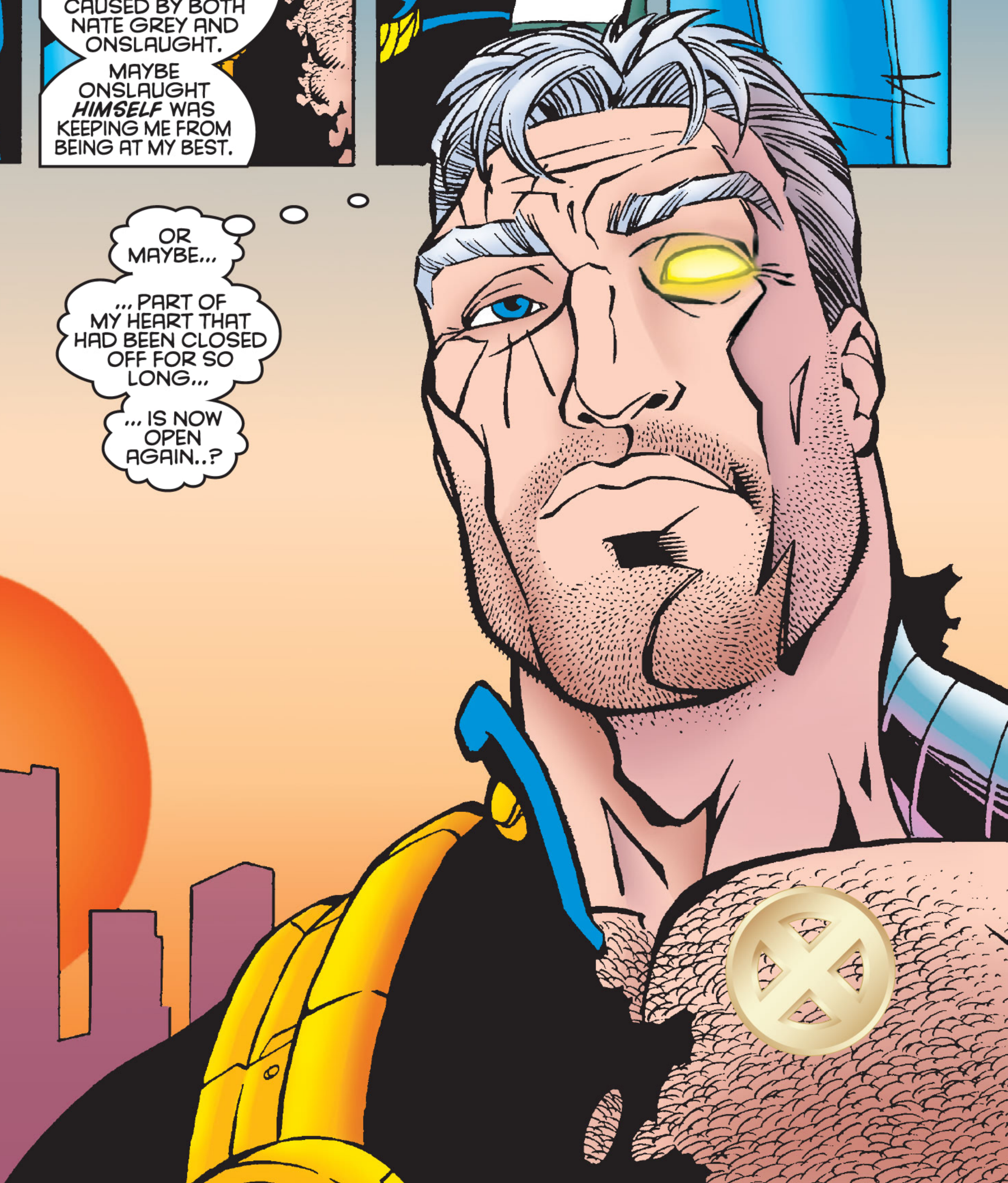
FOREVER
AN' EVER,
MISTER
CABLE.



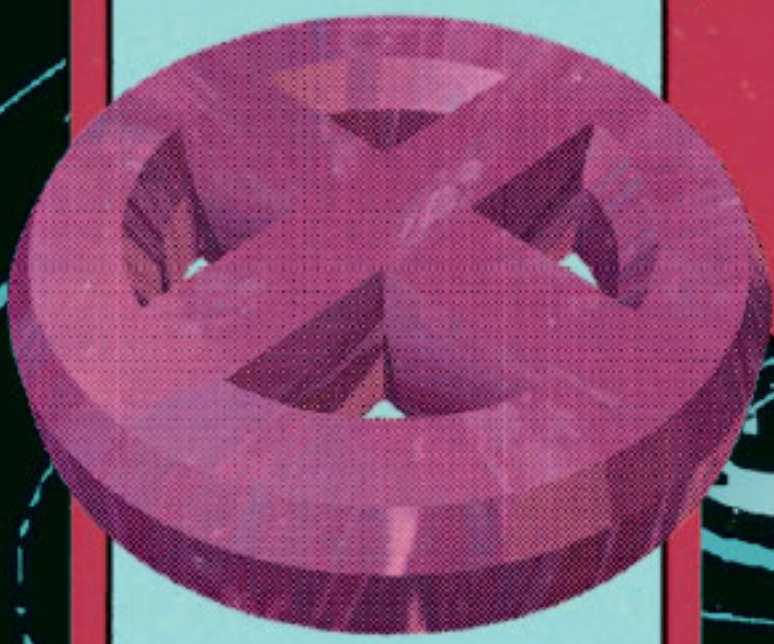
OR
MAYBE...

... PART OF
MY HEART THAT
HAD BEEN CLOSED
OFF FOR SO
LONG...

... IS NOW
OPEN
AGAIN..?



MARVEL
COMICS



X-MEN

OCT '96 337

THE UNCANNY

X

SPECIAL
HEROES REBORN
UPDATE INSIDE!

APPROVED
BY THE
COMICS
CODE
AUTHORITY





THINGS
CHANGE.

PEOPLE
CHANGE.

YOU.

ME.

EVERY
ONE OF
US... EVERY
DAY OF OUR
LIVES.

THE
DAY YA' **STOP**
CHANGIN' --

-- IS
THE DAY YA'
DIE.



BUT YOU DON'T NEED ME TO TELL YOU THAT, CHUCK.

THAT'S THE WHOLE REASON YOU OPENED UP THE DOORS OF YOUR HOME TO US.

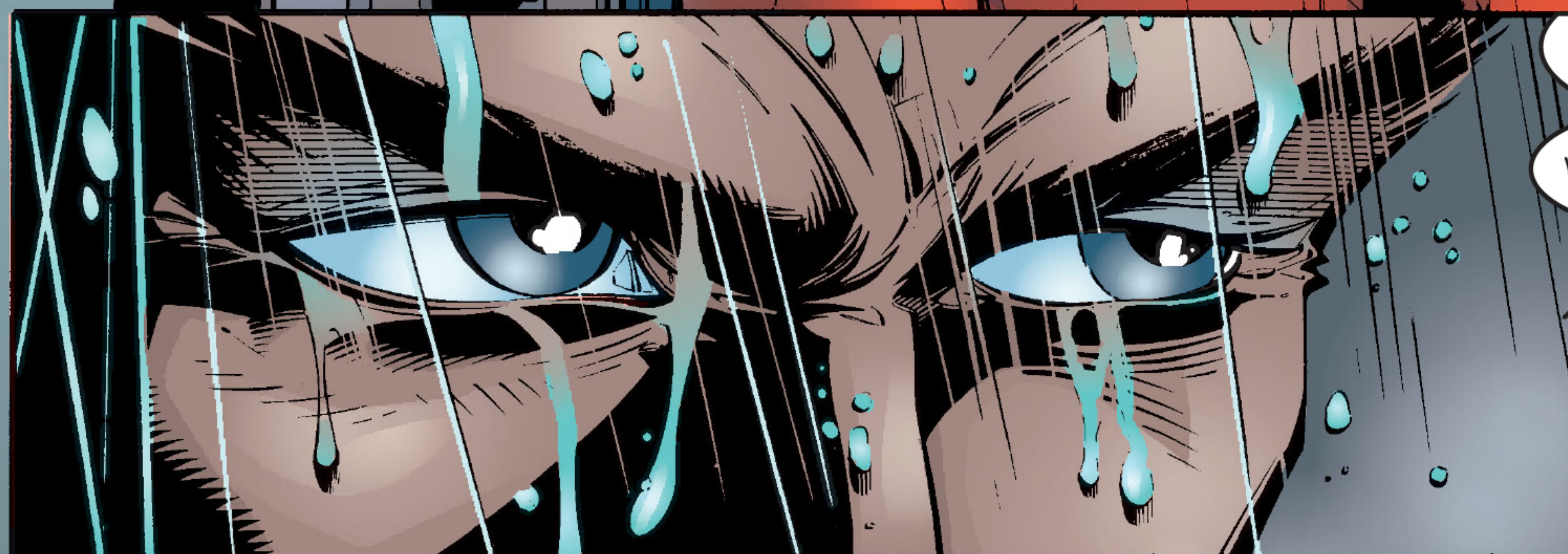
IT'S WHY YOU TOOK A HANDFUL OF MUTANTS AND DEDICATED YOUR LIFE TO TRAINING US...

YOU MAKE ME SOUND LIKE PROFESSOR CHARLES FRANCIS XAVIER, PATRON SAINT OF HOMO SUPERIOR.

...TO TURNING US INTO THE X-MEN.

BUT THAT'S NOWHERE NEAR THE CASE ANYMORE, IS IT, LOGAN?

IF IT EVER WAS...



THERE'S ALSO ONSLAUGHT.

THERE WILL ALWAYS BE ONSLAUGHT.



THAT THING WASN'T YOU, PROFESSOR... NOT ENTIRELY.

THE ONLY REASON HE EVEN HAPPENED AT ALL IS 'CAUSE YOU WERE TRYIN' TO SAVE MY LIFE!ⓧ

MAGNETO YANKED OUT MY ADAMANTIUM SKELETON AND YOU DID WHAT YA' HAD TO TO STOP HIM FR--

YES. WHAT IS THE EXPRESSION..?

"NO GOOD DEED GOES UNPUNISHED."

STAN LEE presents the **UNCANNY X-MEN** in

KNOW *thy* ENEMY

IRONIC,
ISN'T IT?

IN A
SINGLE MOMENT
OF PROFOUND
ARROGANCE...

... I
DID MORE
TO DESTROY
ALL THAT WE'VE
WORKED
FOR...

... THAN
THE *LEGION OF
ADVERSARIES* WE'VE
FACED SINCE
OUR TRIALS
BEGAN.

SCOTT
LOBDELL
writer

JOE MADURIERA pencils

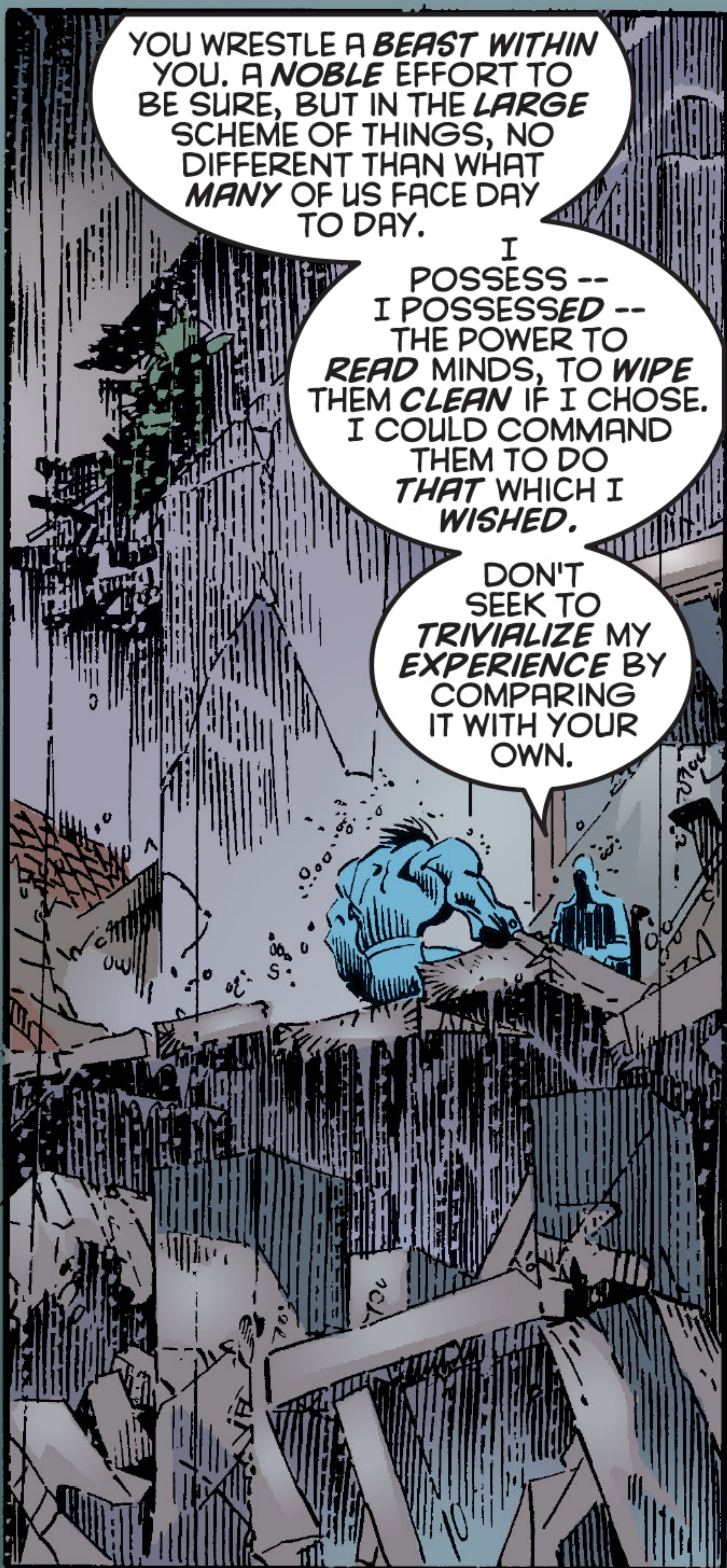
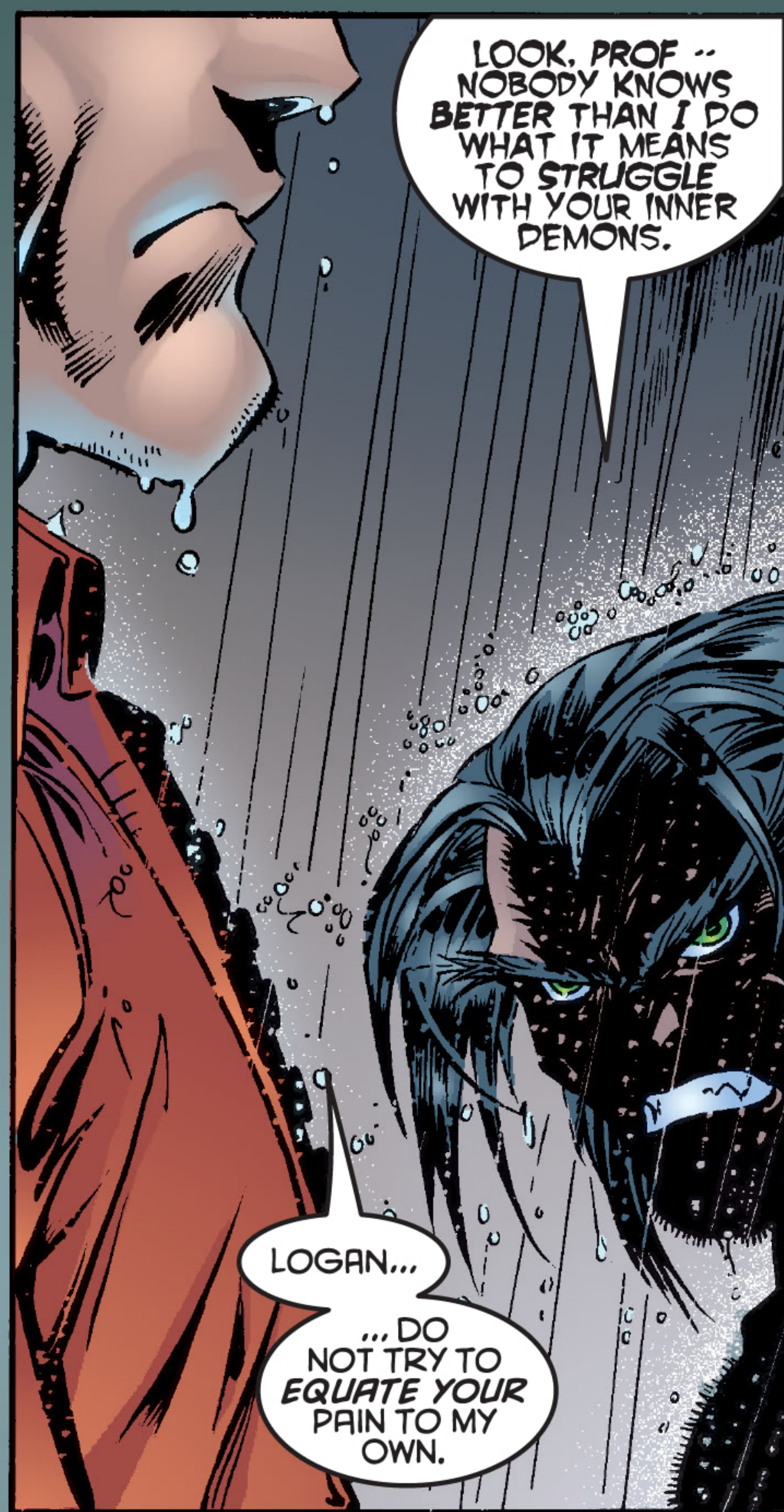
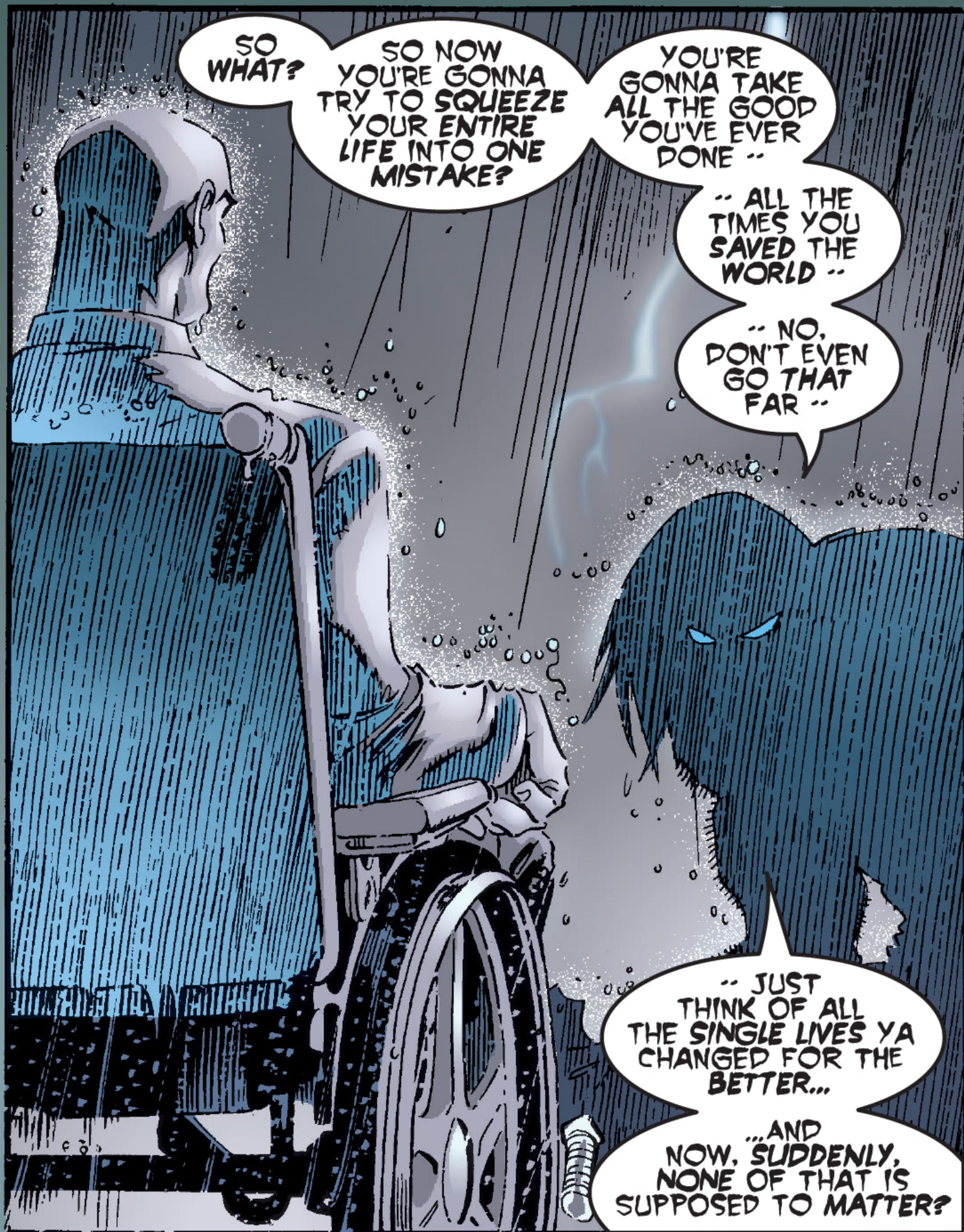
TOWNSEND
& RUSSELL
inks

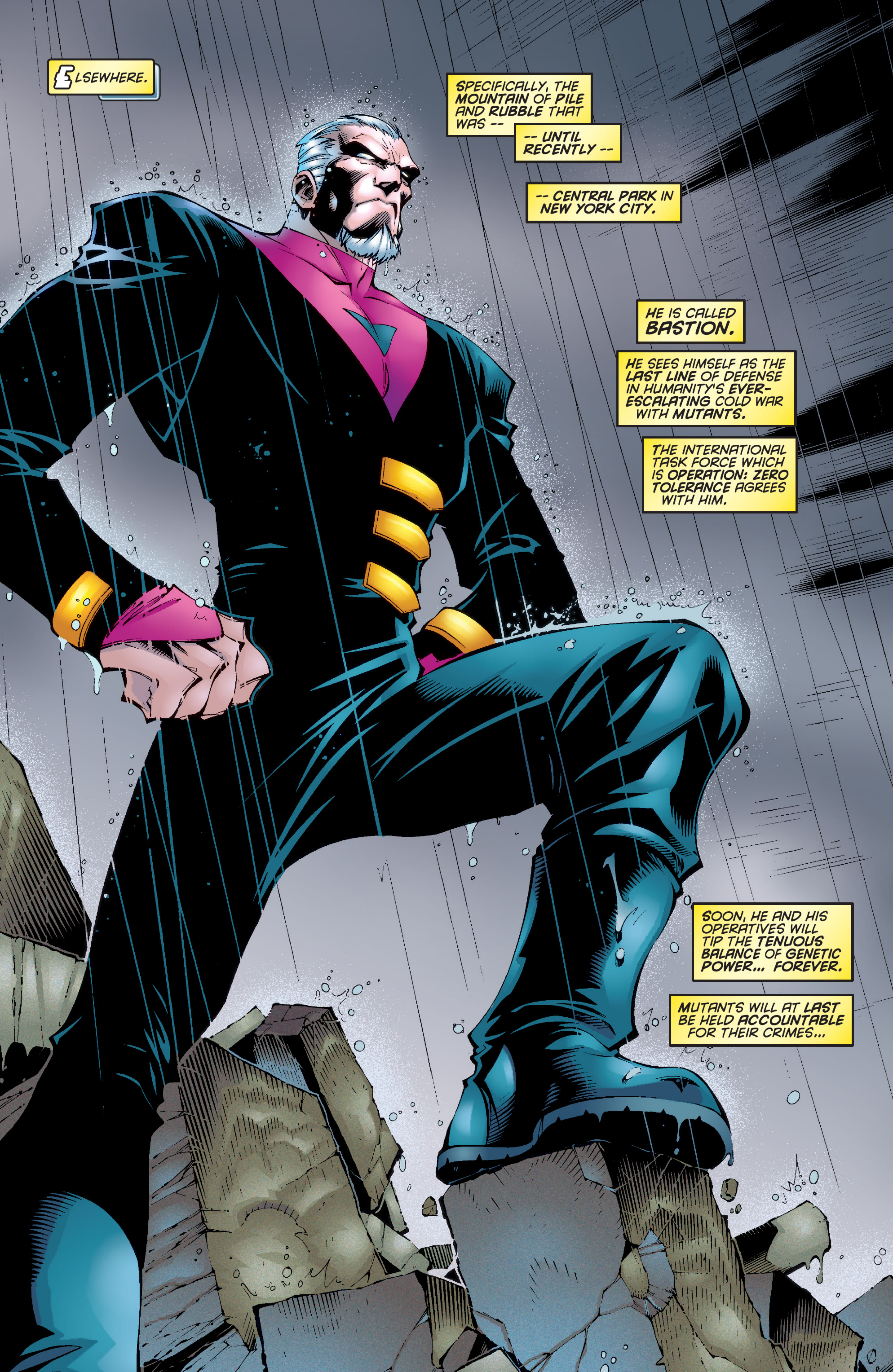
lettering

RS/COMICRAFT/KF

BUCCE&TB! colors

BOB
HARRAS
editor





ELSEWHERE.

SPECIFICALLY, THE
MOUNTAIN OF PILE
AND RUBBLE THAT
WAS --

-- UNTIL
RECENTLY --

-- CENTRAL PARK IN
NEW YORK CITY.

HE IS CALLED
BASTION.

HE SEES HIMSELF AS THE
LAST LINE OF DEFENSE
IN HUMANITY'S EVER-
ESCALATING COLD WAR
WITH MUTANTS.

THE INTERNATIONAL
TASK FORCE WHICH
IS OPERATION: ZERO
TOLERANCE AGREES
WITH HIM.

SOON, HE AND HIS
OPERATIVES WILL
TIP THE TENUOUS
BALANCE OF GENETIC
POWER... FOREVER.

MUTANTS WILL AT LAST
BE HELD ACCOUNTABLE
FOR THEIR CRIMES...

... THE FOREMOST CRIME
BEING THE DAMAGE DONE
BY ONSLAUGHT.

IT WAS HERE THAT
THE WORLD SAW
EARTH'S MIGHTIEST
HEROES SACRIFICE
THEIR LIVES --

-- TO DESTROY A
MUTANT FOE THAT
THREATENED EVERY
LIVING BEING ON
THE PLANET.

CAPTAIN AMERICA,
THOR, IRON MAN,
AND THE FANTASTIC
FOUR AMONG OTHERS...
ARE SIMPLY NO MORE.

NOWHERE IS THE CRY
FOR VINDICATION OF
THOSE HEROES MORE
VOCIFEROUS...

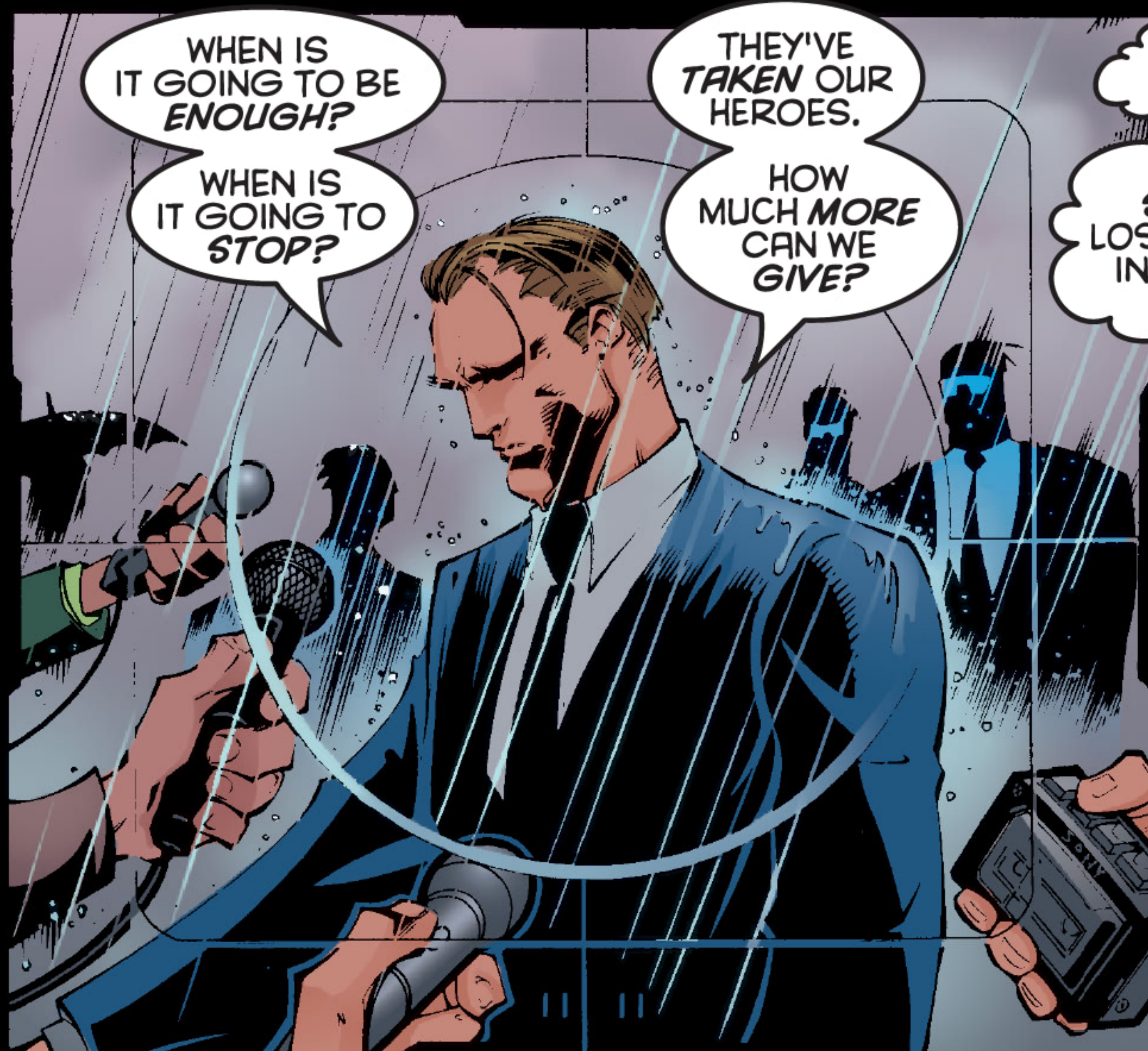
SEE ONSLAUGHT: MARVEL
UNIVERSE. -- Bob.

... THAN IN THE VOICE
OF GRAYDON CREED:

CANDIDATE FOR
PRESIDENT OF THE
UNITED STATES.

WHEN?

WHEN?



WHEN IS IT GOING TO BE ENOUGH?

WHEN IS IT GOING TO STOP?

THEY'VE TAKEN OUR HEROES.

HOW MUCH MORE CAN WE GIVE?

SLEAZE.

AS SPIDER-MAN, I LOST A LOT OF FRIENDS IN THAT FIGHT WITH ONSLAUGHT.



KLIK

AS PETER PARKER, FREELANCE PHOTOGRAPHER, I GET A FRONT ROW SEAT AS HE TURNS A TRAGEDY INTO A SOUND BYTE.



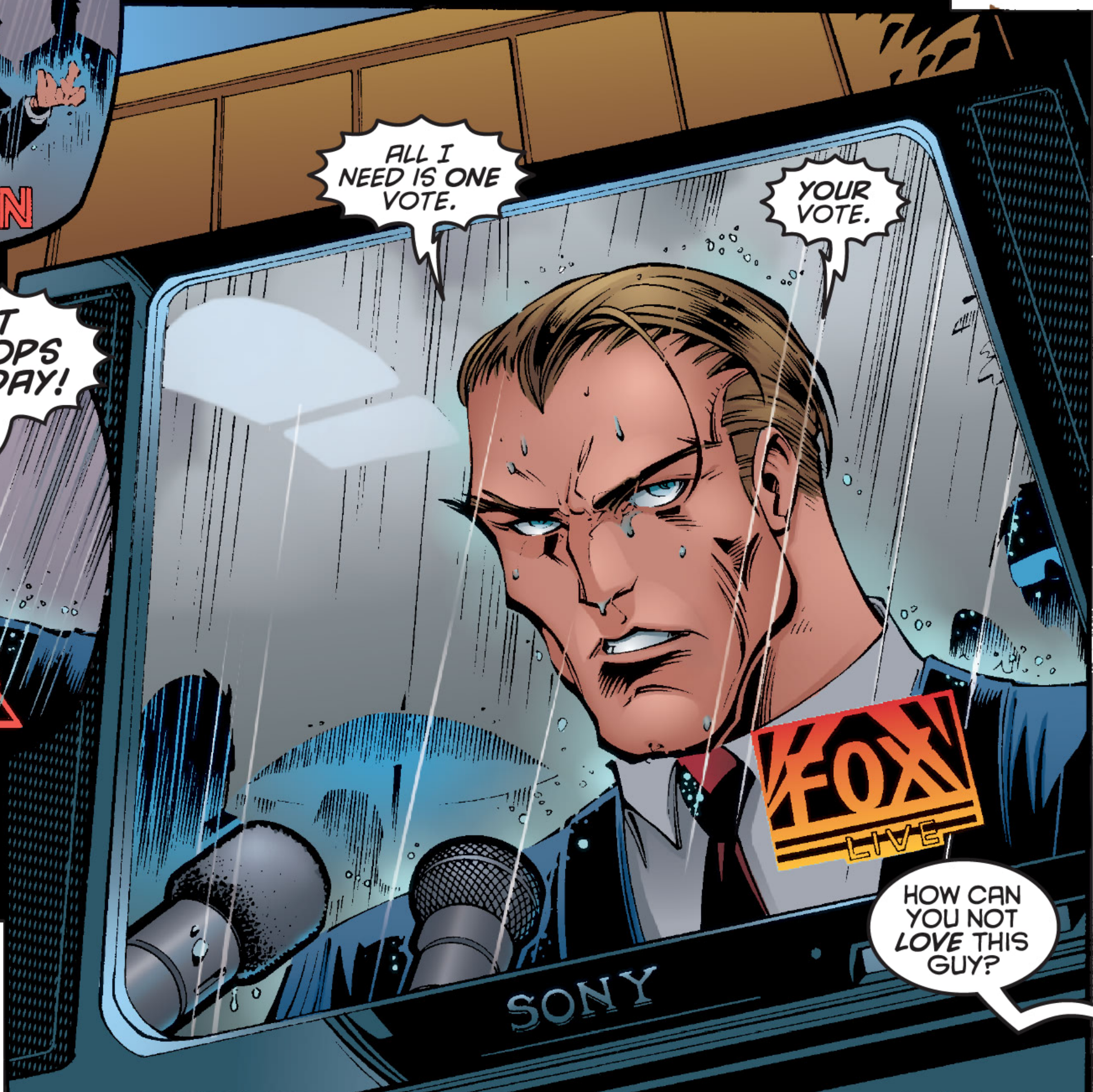
MY CANDIDACY ISN'T ABOUT QUESTIONS, THOUGH.

IT'S ABOUT ANSWERS.



I'LL TELL YOU WHEN IT STOPS.

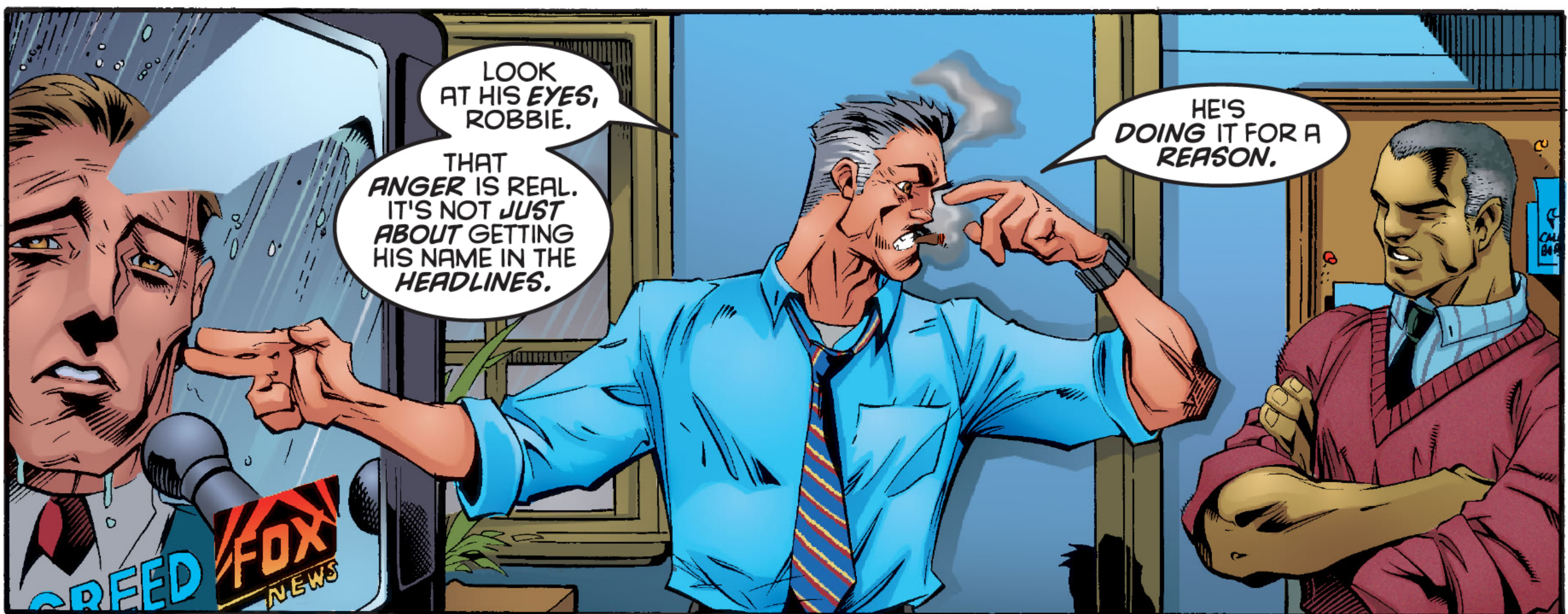
IT STOPS TODAY!

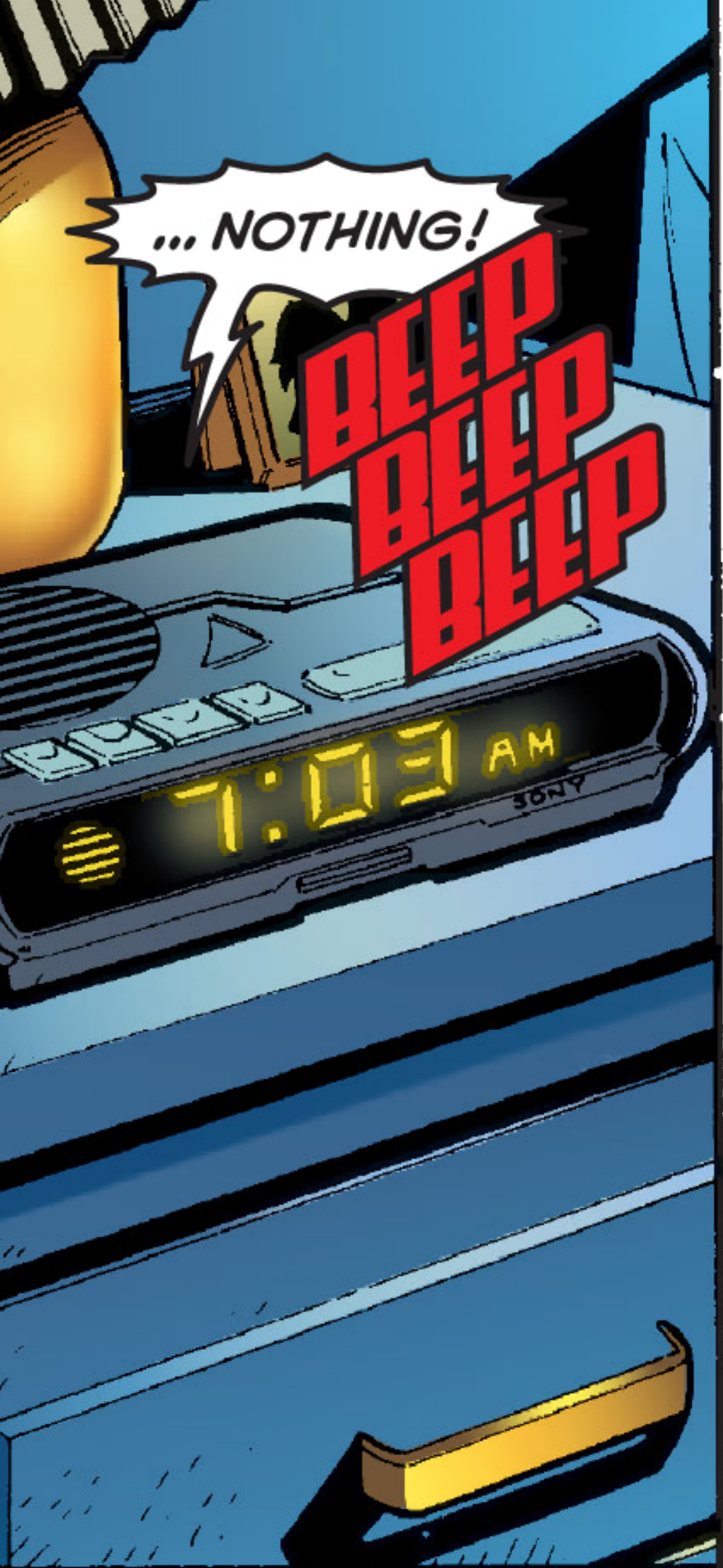


ALL I NEED IS ONE VOTE.

YOUR VOTE.

HOW CAN YOU NOT LOVE THIS GUY?

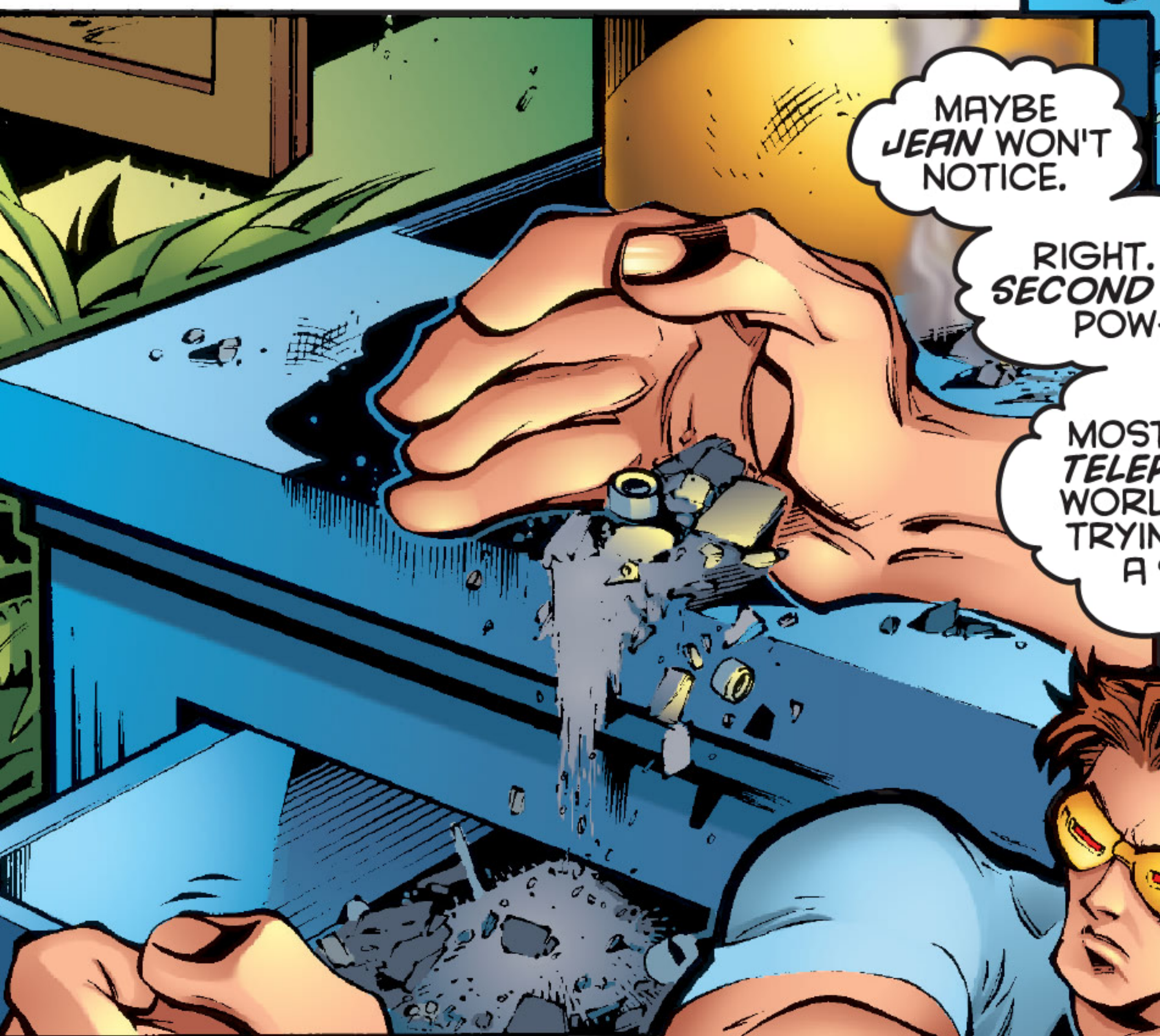




WELL,
THAT WAS
MATURE.

HERE I
AM, *CYCLOPS* --
SO-CALLED *LEADER*
OF THE X-MEN --
AND HOW DO I
USE MY *OPTIC*
BLASTS...?

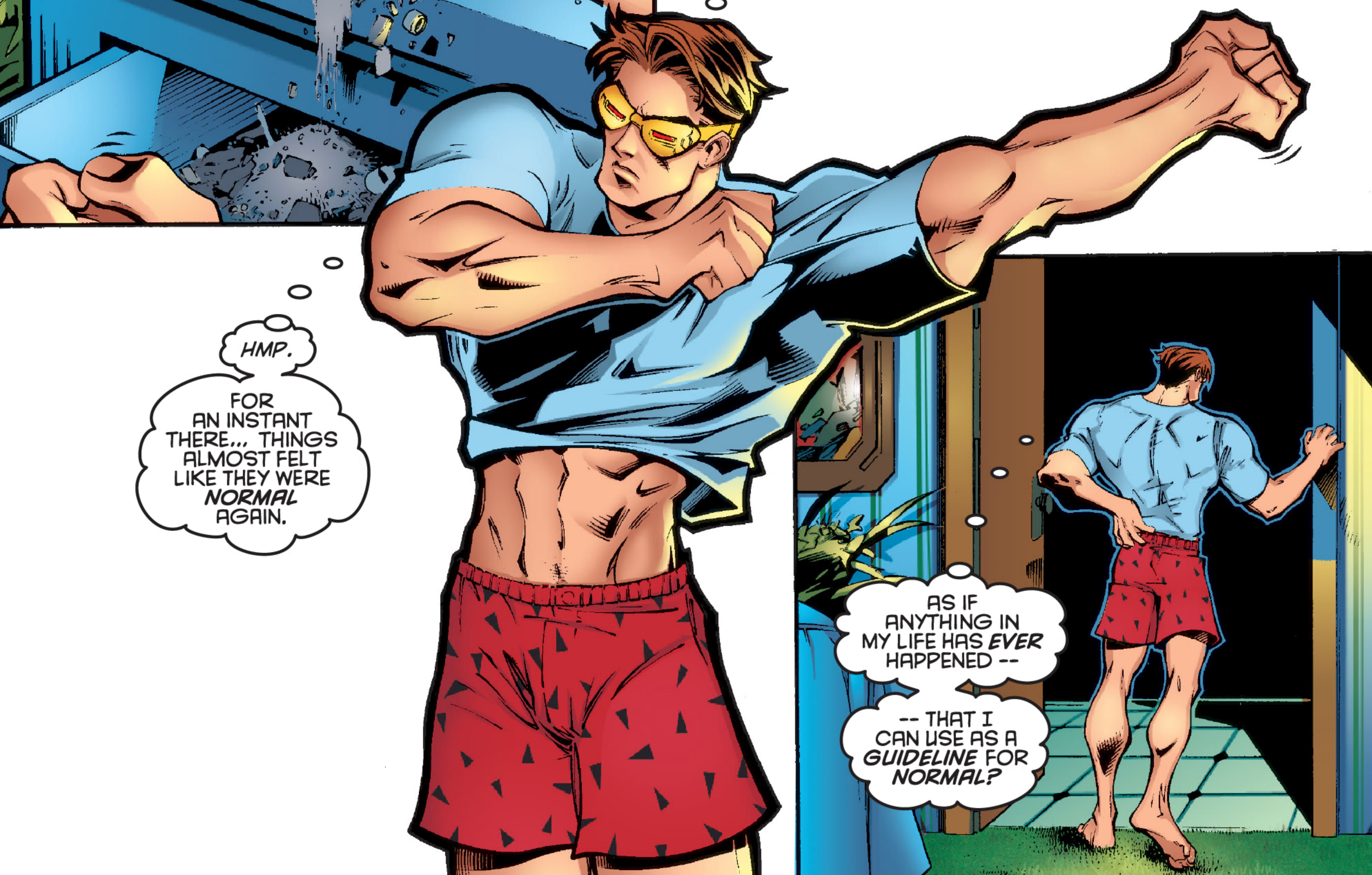
AS
A *SNOOZE*
BUTTON?



MAYBE
JEAN WON'T
NOTICE.

RIGHT. THE
SECOND MOST
POW--

THE
MOST *POWERFUL*
TELEPATH IN THE
WORLD, AND I'M
TRYING TO KEEP
A SECRET.



HMP.
FOR
AN INSTANT
THERE... THINGS
ALMOST FELT
LIKE THEY WERE
NORMAL
AGAIN.

AS IF
ANYTHING IN
MY LIFE HAS *EVER*
HAPPENED --

-- THAT I
CAN USE AS A
GUIDELINE FOR
NORMAL?



UNCANNY.

IN SO MANY WAYS, THE WORLD HAS CHANGED **COMPLETELY** IN THE PAST WEEKS.

AND IN OTHER WAYS...

...IT **HASN'T** CHANGED AT ALL.



YES, THE **HEROES ARE GONE.**

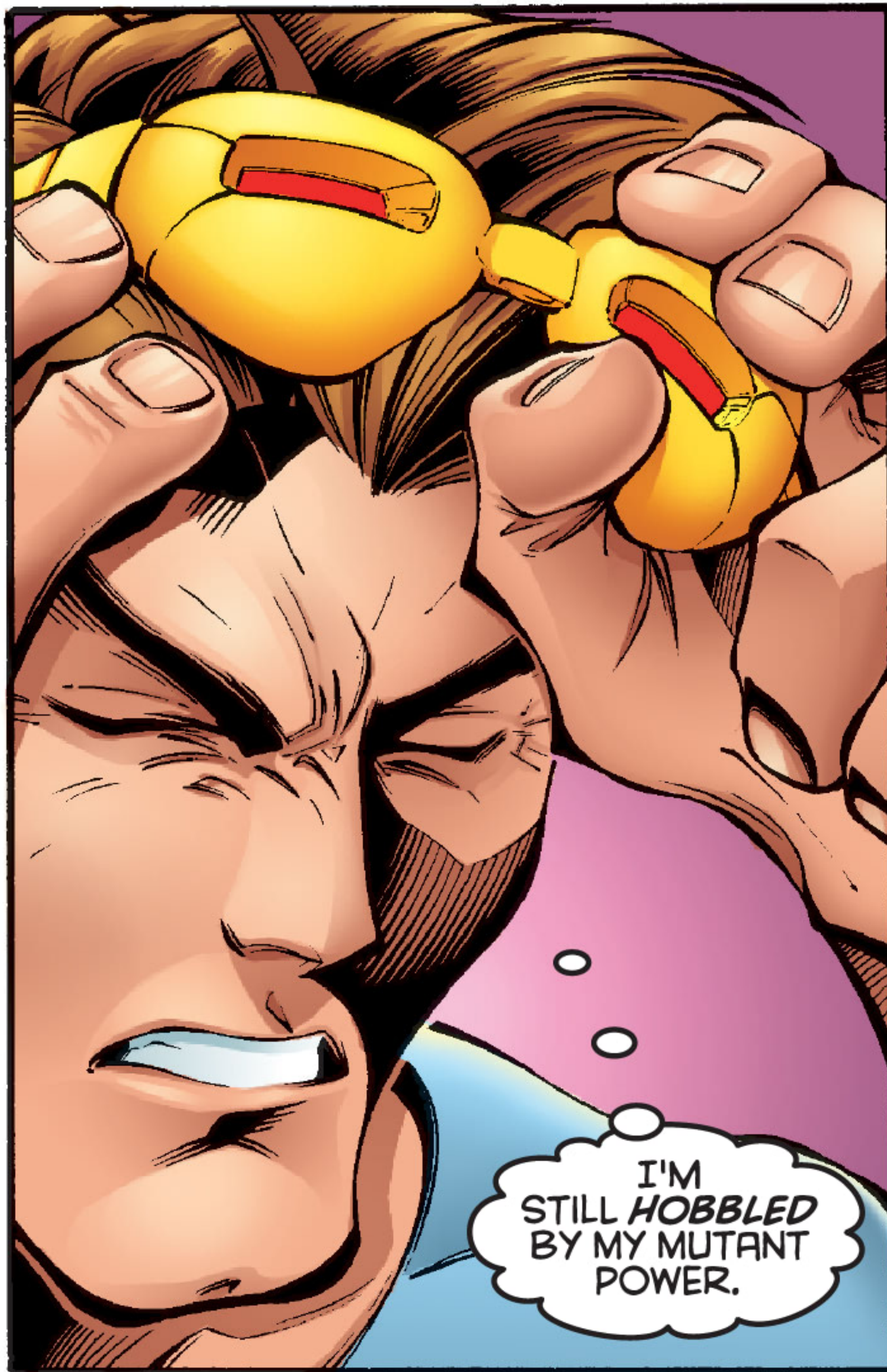
THE X-MEN WERE BETRAYED BY THE MAN WHO **BROUGHT** US TOGETHER.



EVEN THE WEATHER IS **JUST NOW** COMING AROUND.



BUT THE **SMALL** THINGS... THE **PRIVATE** THINGS?



I'M STILL **HOBbled** BY MY MUTANT POWER.



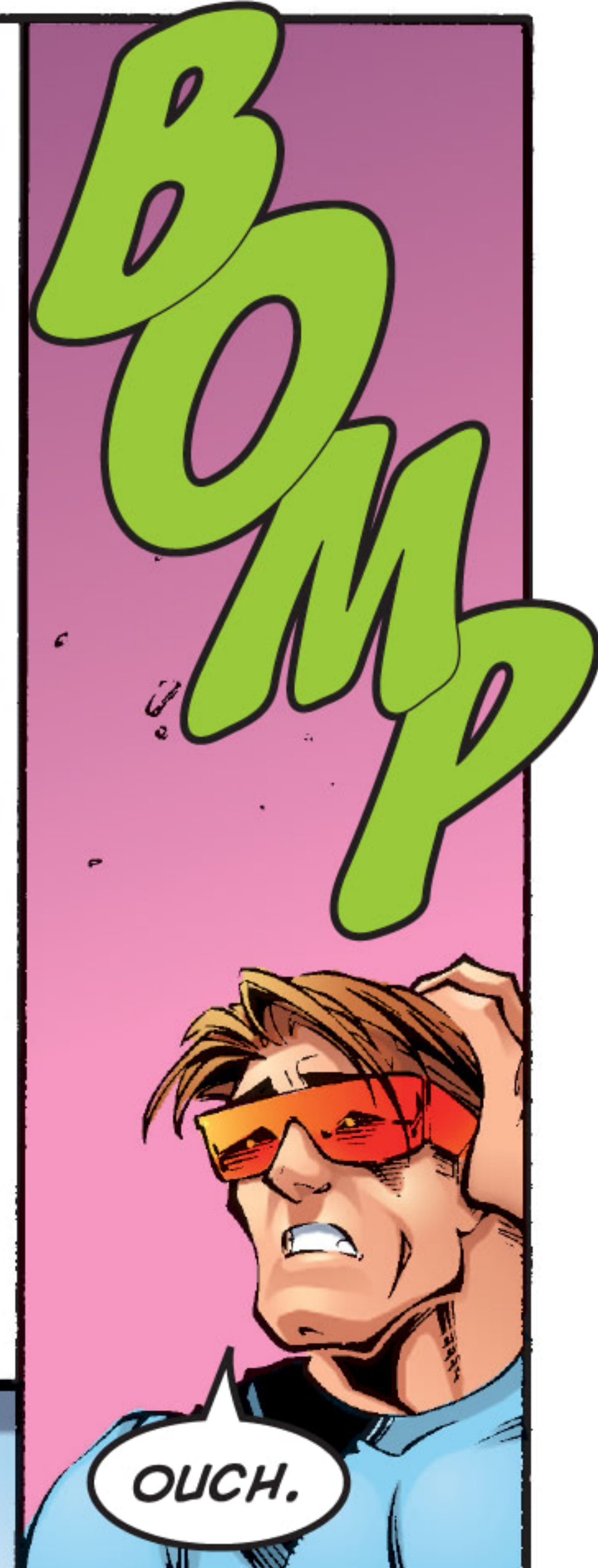
I STILL HAVE A **WIFE** WHO **LOVES** ME... WHO MAKES IT **ALL** WORTH-WHILE.



AND -- **SURPRISE, SURPRISE** --

-- THE **REST** OF THE WORLD STILL WANTS TO **KILL** US ALL... JUST BECAUSE WE'RE "**DIFFERENT.**"

SOMEDAY, I JUST WANT TO KNOW: **DIFFERENT** FROM **WHAT?**





GUESS WE'VE ALL
->URN<-

BEEN
ON EDGE THIS
->UMPH<-

PAST
WEEK.

->URMP<-

I
BLAME
MYSELF.

WHAT
WITH HAVING
BEEN *REPLACED* BY A
HOMICIDAL *MANIAC*...

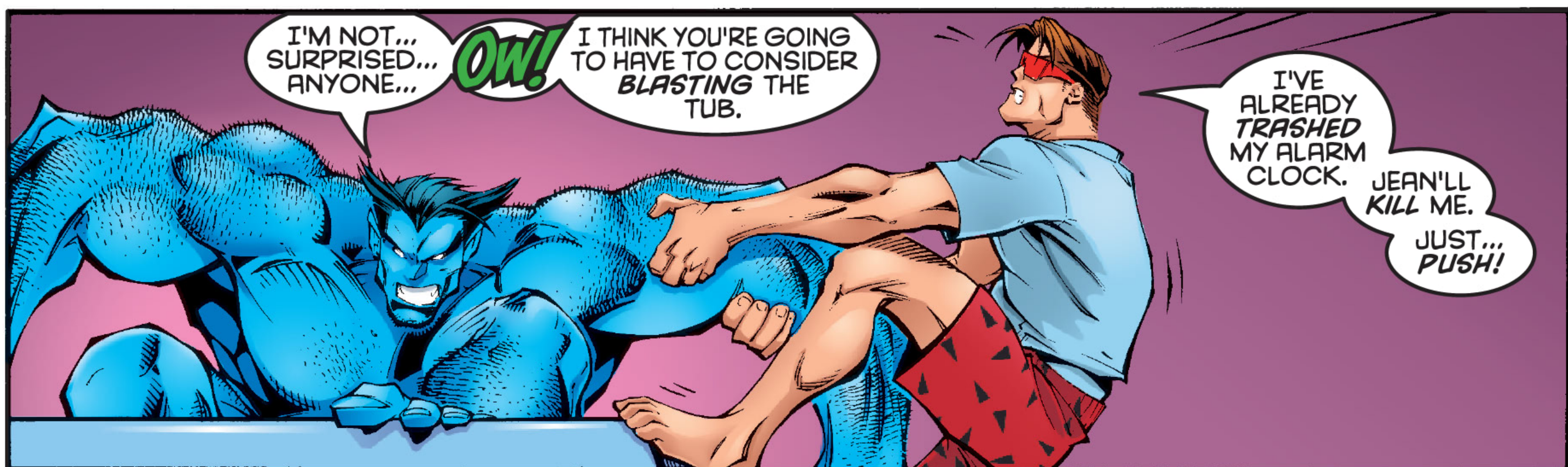
... AND ME
NOT TELLING
ANYONE.



I GUESS
SOMEONE ->HMRP<-
SHOULD HAVE
NOTICED.



TO BE
HONEST, SCOTTY,
I'VE HAD MY HEAD
BURIED SO FAR UP
MY LAB FOR THE
PAST *FEW*
MONTHS...



I'M NOT...
SURPRISED...
ANYONE...

OW!

I THINK YOU'RE GOING
TO HAVE TO CONSIDER
BLASTING THE
TUB.

I'VE
ALREADY
TRASHED
MY ALARM
CLOCK.

JEAN'LL
KILL ME.
JUST...
PUSH!



YOU *DID* IT,
SCOTT!

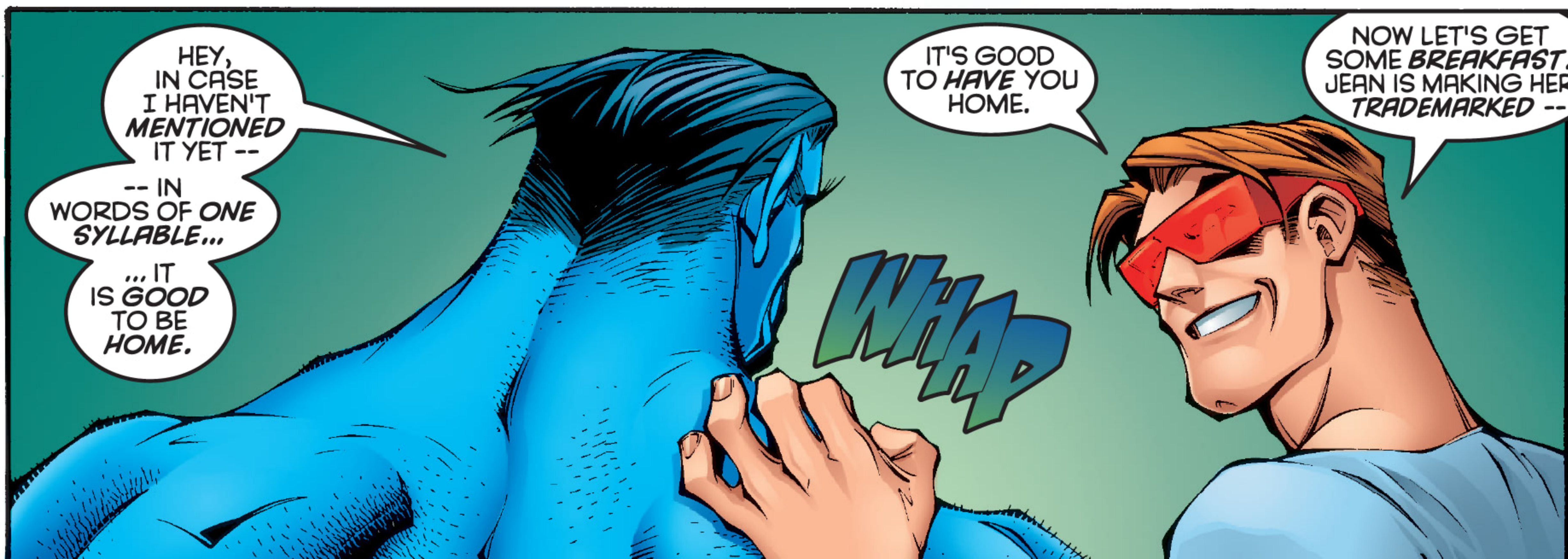
I'M
FREE.

FREE.

GOD, I
LOVE THAT
WORD.

A *GOOGLE*
THANK YOU.

AT LEAST
ONE YOU'RE
WELCOME.



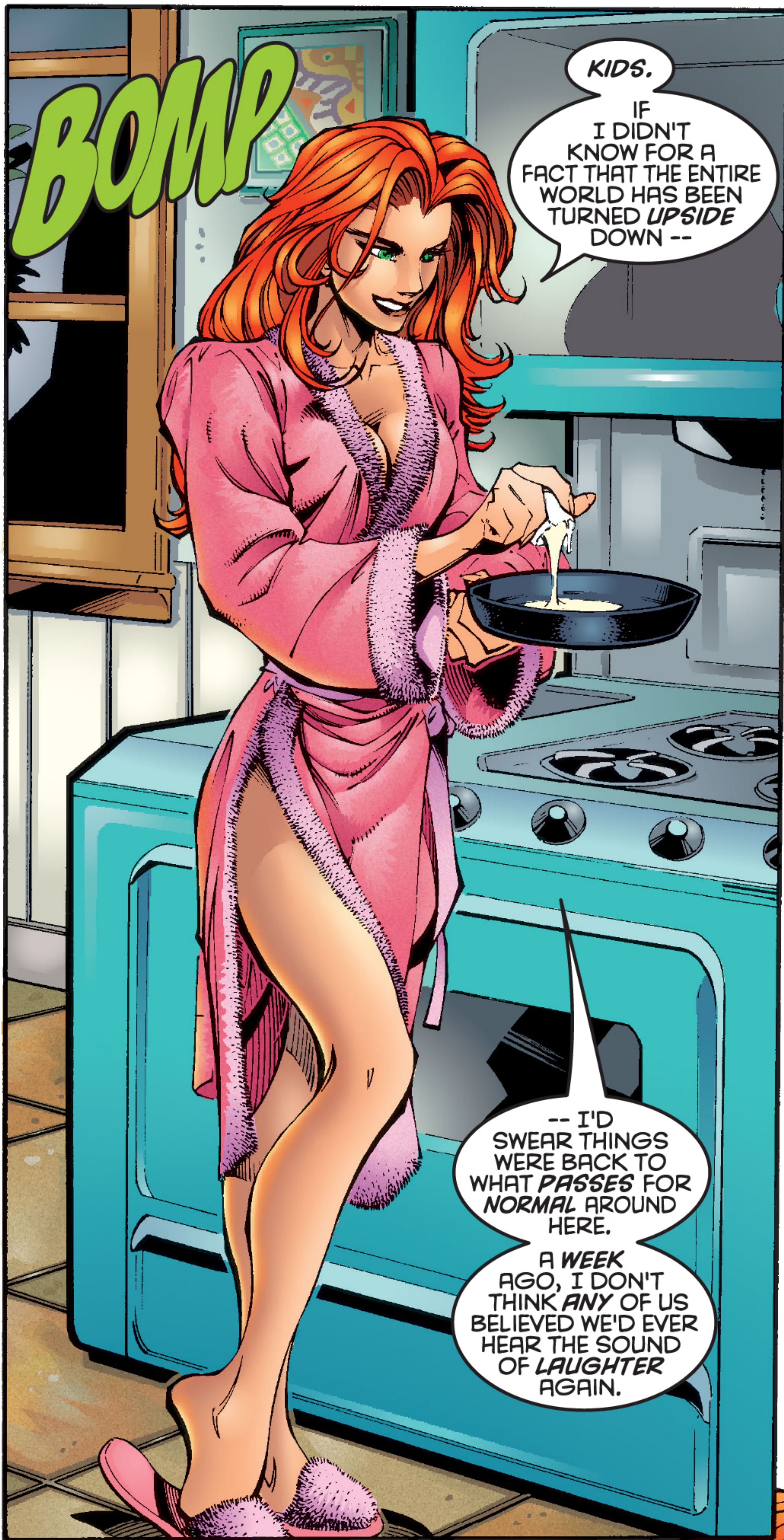
HEY,
IN CASE
I HAVEN'T
MENTIONED
IT YET --

-- IN
WORDS OF *ONE*
SYLLABLE...

... IT
IS *GOOD*
TO BE
HOME.

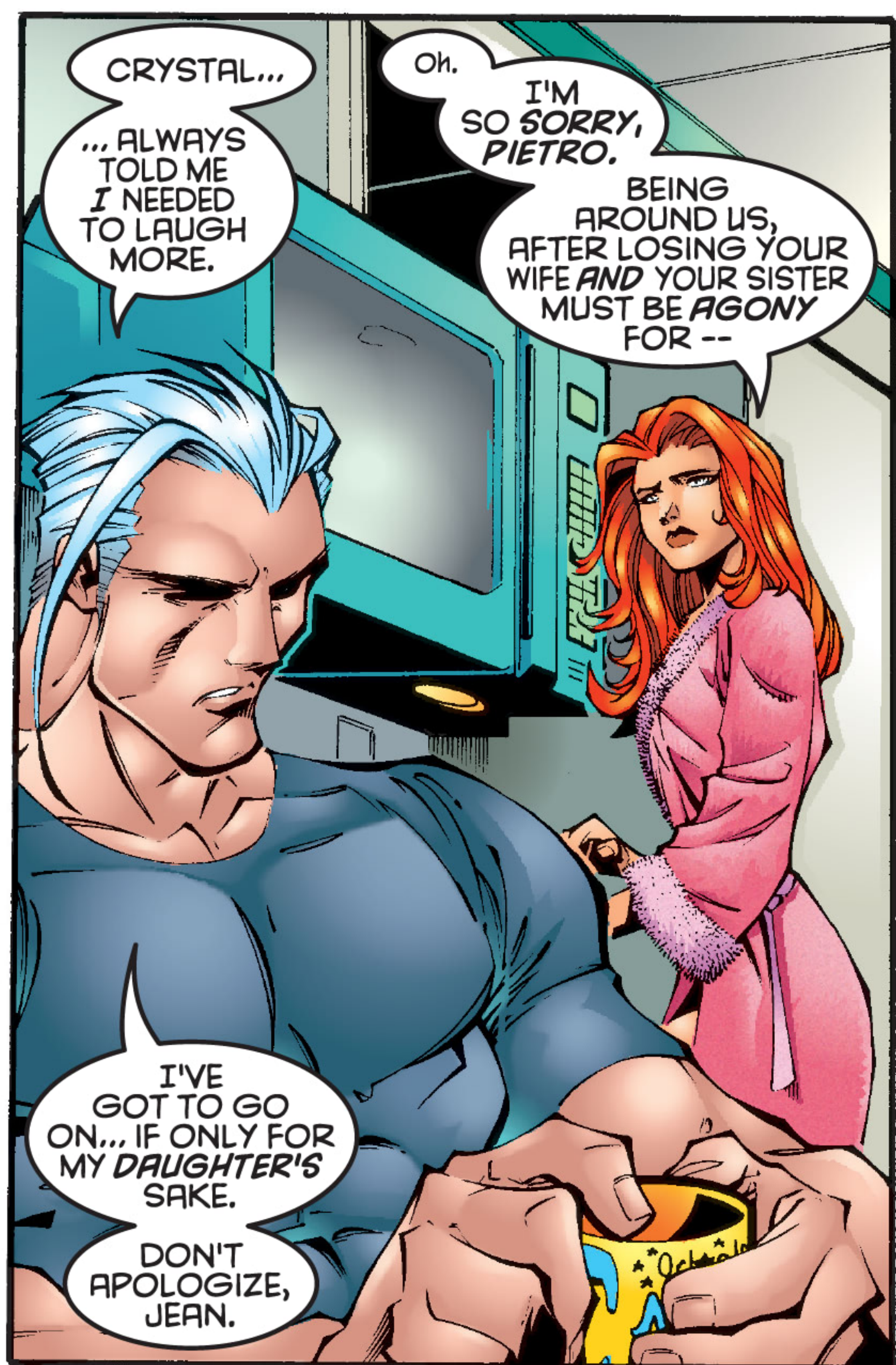
IT'S GOOD
TO *HAVE* YOU
HOME.

NOW LET'S GET
SOME *BREAKFAST*.
JEAN IS MAKING HER
TRADEMARKED --



KIDS.
IF I DIDN'T KNOW FOR A FACT THAT THE ENTIRE WORLD HAS BEEN TURNED *UPSIDE DOWN* --

-- I'D SWEAR THINGS WERE BACK TO WHAT *PASSES* FOR *NORMAL* AROUND HERE.
A *WEEK* AGO, I DON'T THINK *ANY* OF US BELIEVED WE'D EVER HEAR THE SOUND OF *LAUGHTER* AGAIN.

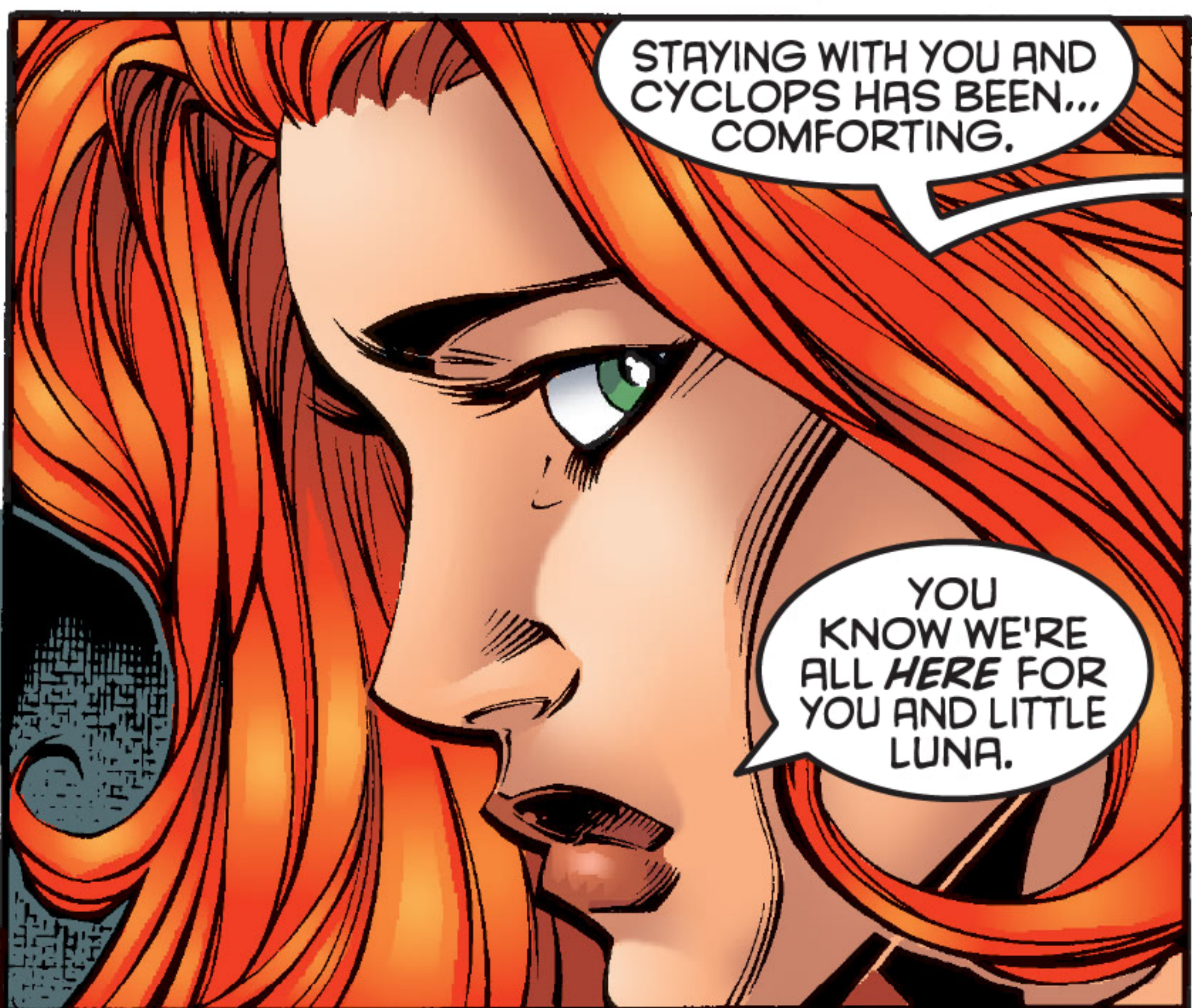


CRYSTAL...
... ALWAYS TOLD ME I NEEDED TO LAUGH MORE.

Oh.
I'M SO SORRY, PIETRO.

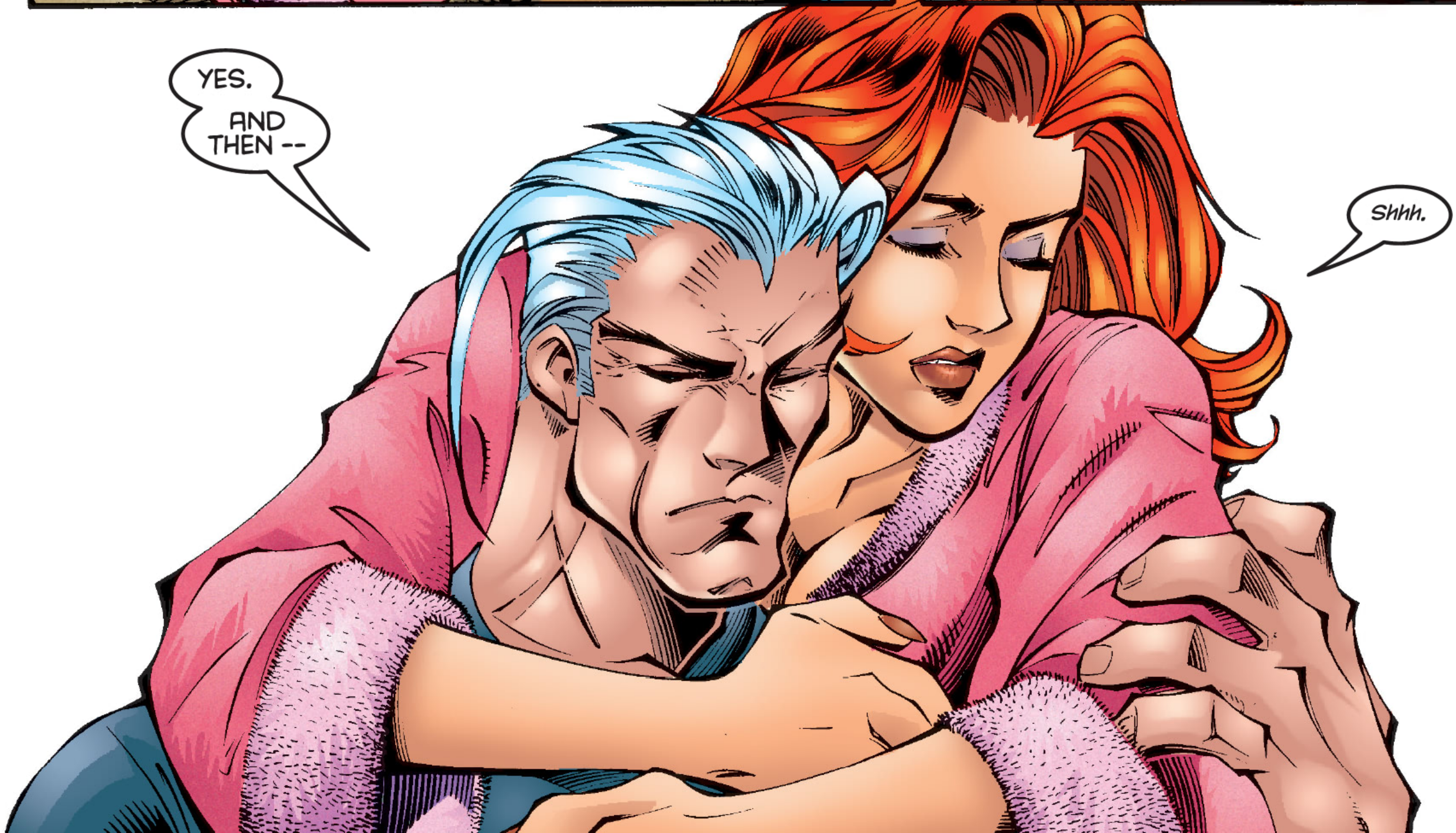
BEING AROUND US, AFTER LOSING YOUR WIFE *AND* YOUR SISTER MUST BE *AGONY* FOR --

I'VE GOT TO GO ON... IF ONLY FOR MY *DAUGHTER'S* SAKE.
DON'T APOLOGIZE, JEAN.



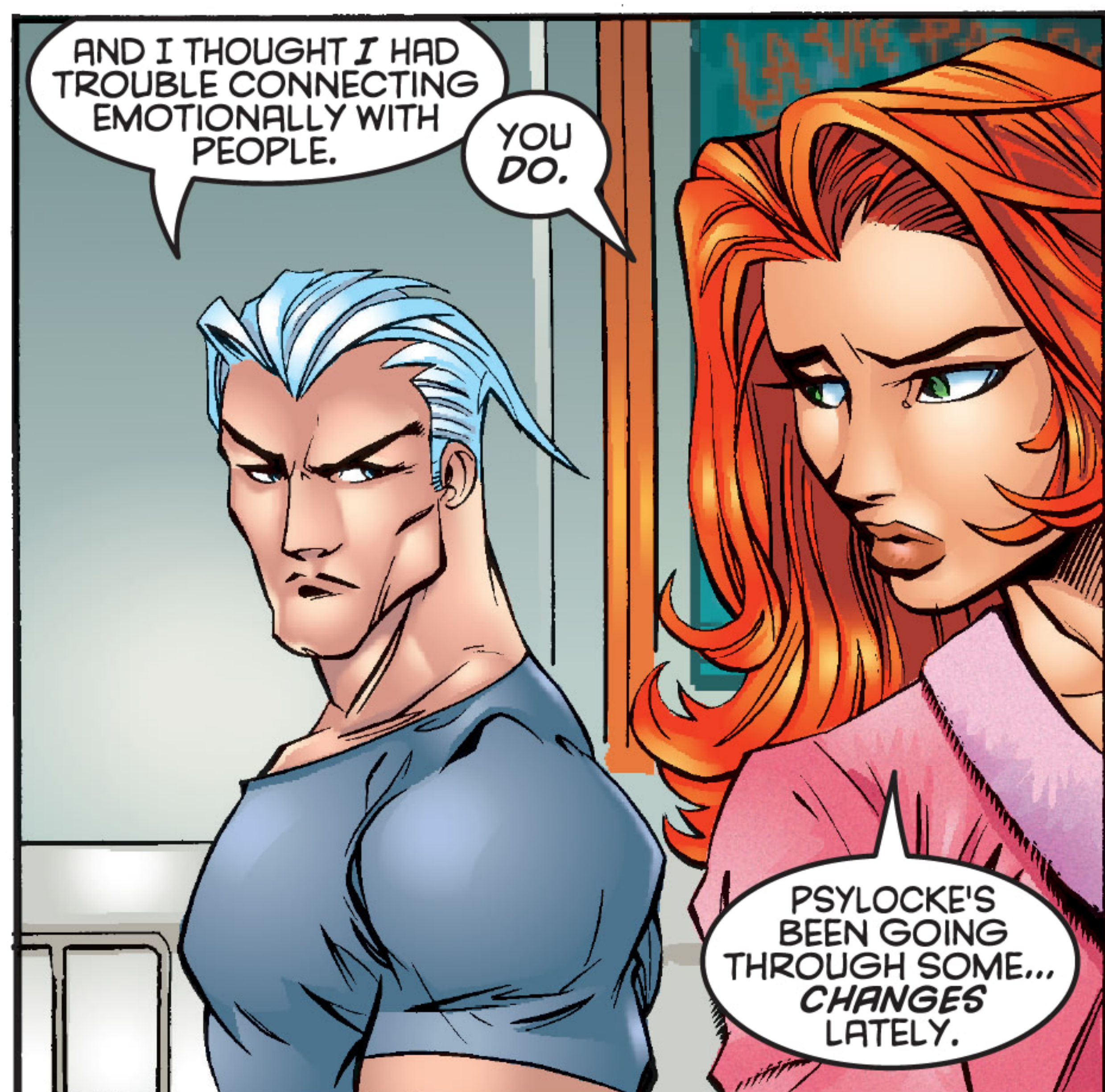
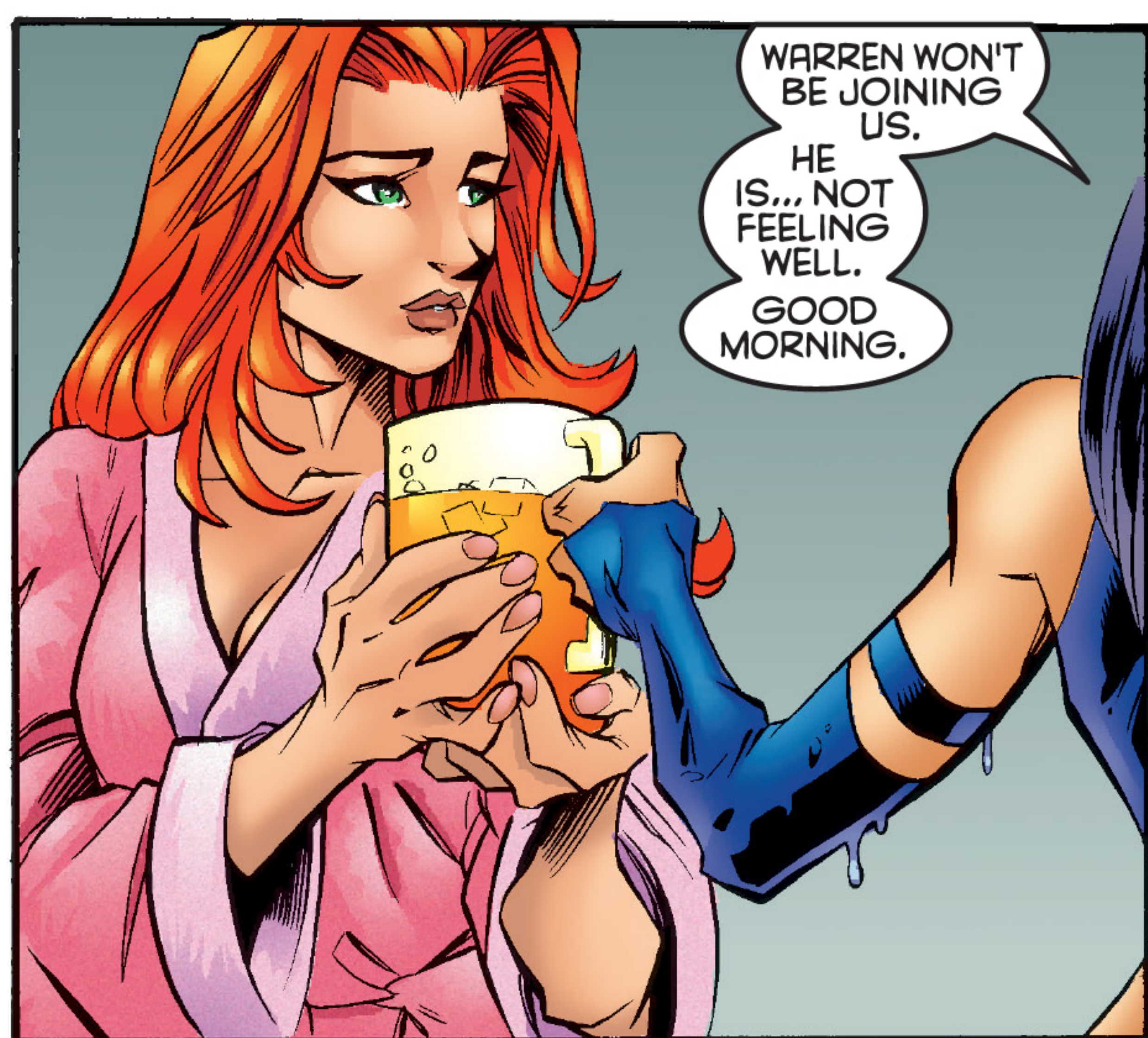
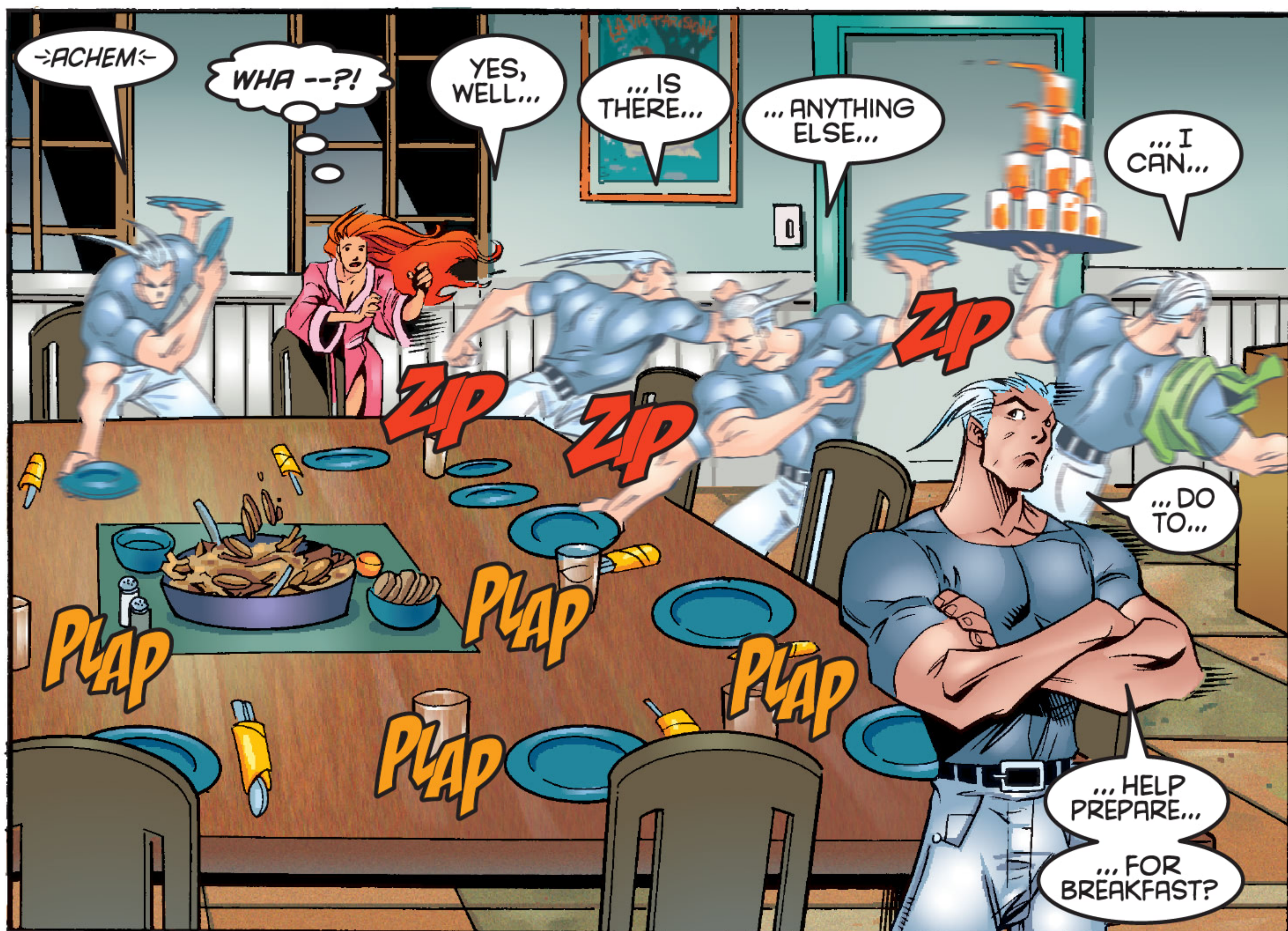
STAYING WITH YOU AND CYCLOPS HAS BEEN... COMFORTING.

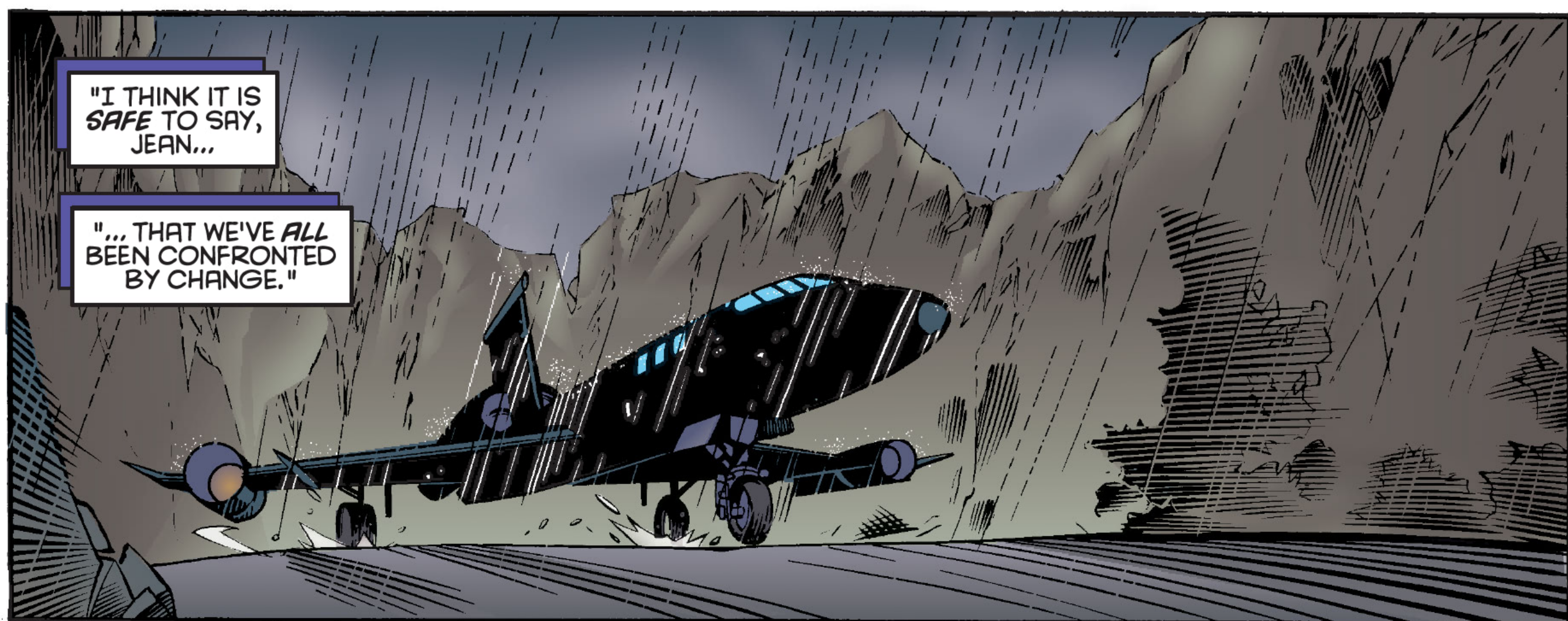
YOU KNOW WE'RE ALL *HERE* FOR YOU AND LITTLE LUNA.



YES.
AND THEN --

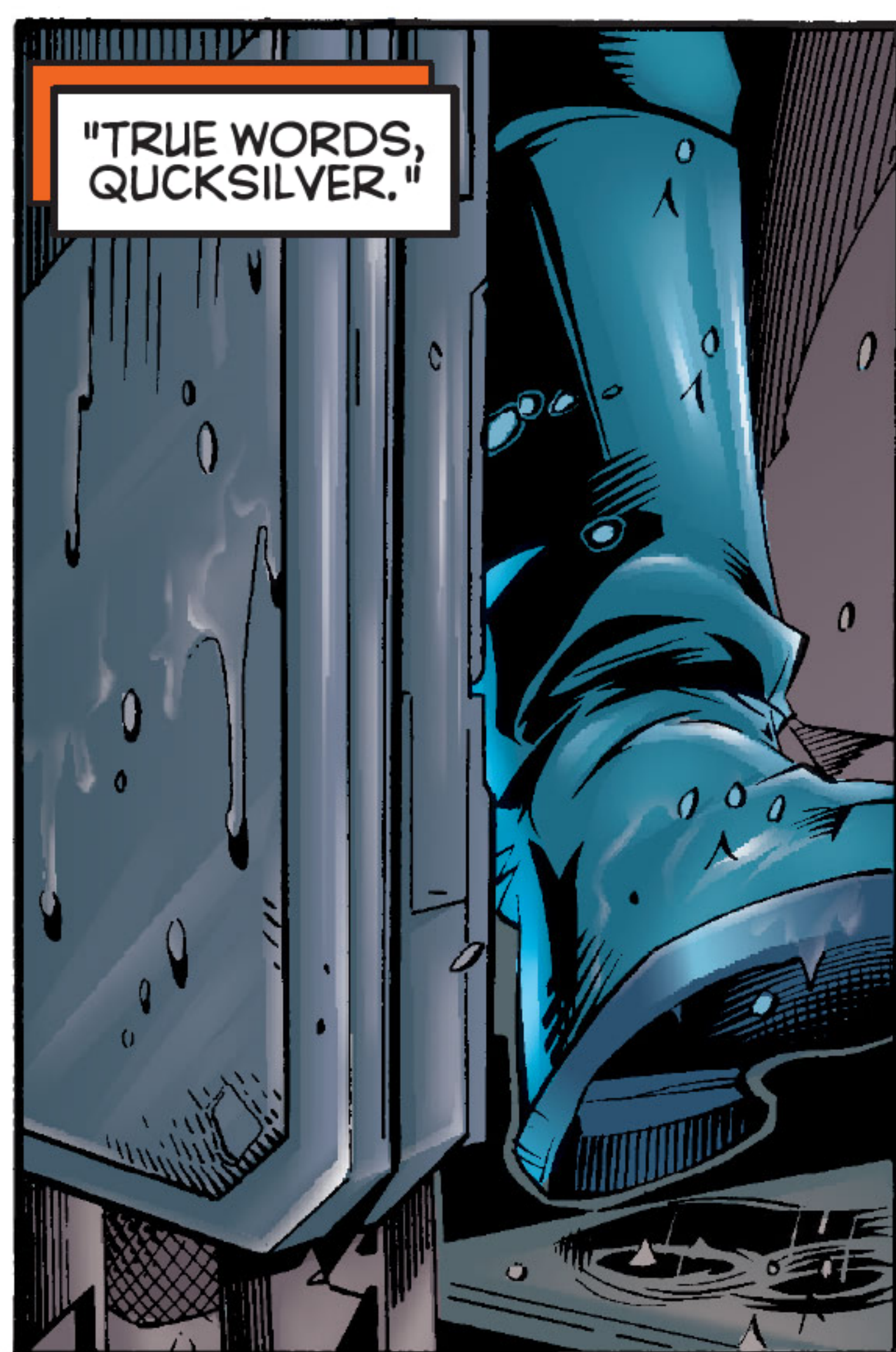
Shhh.



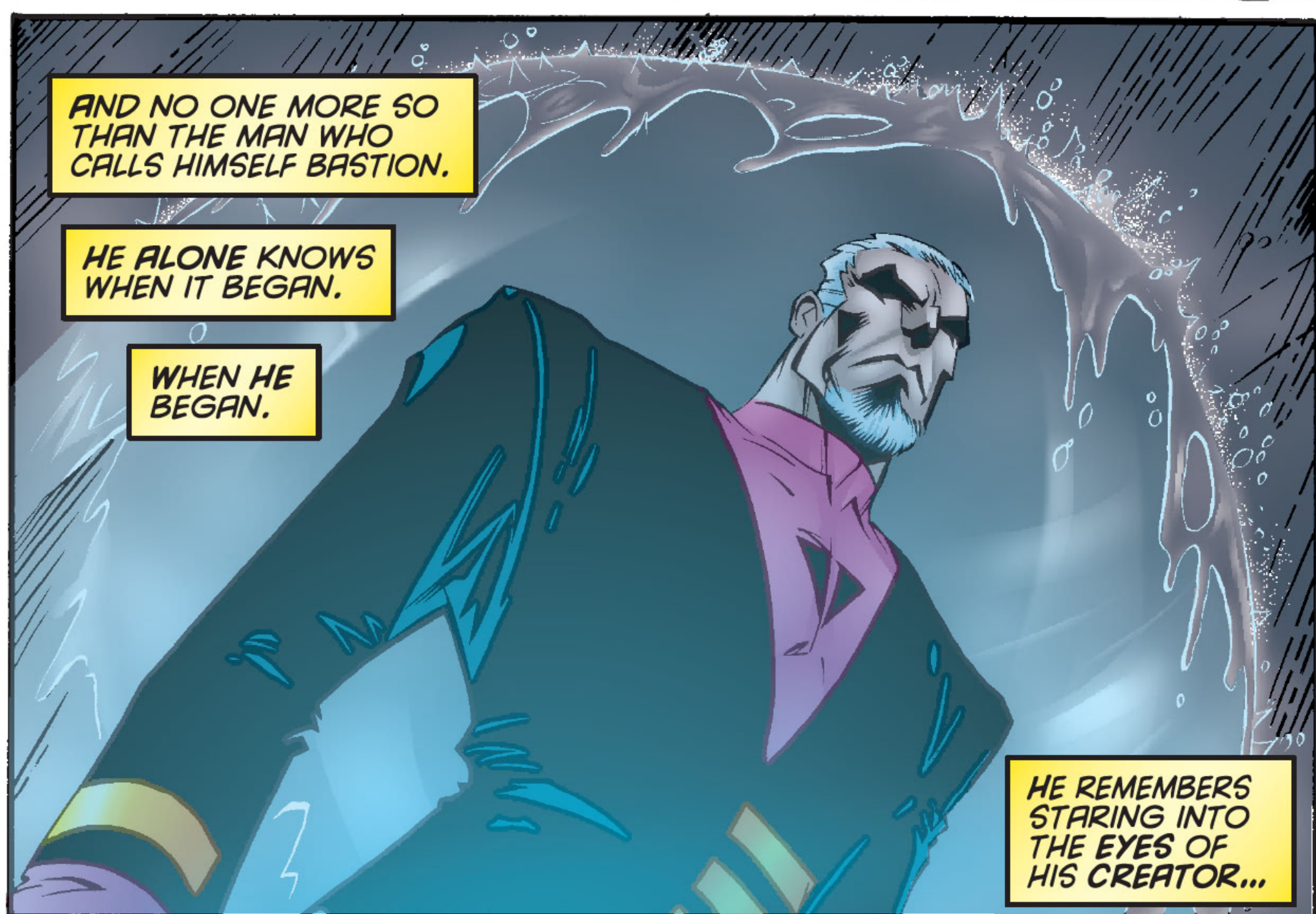


"I THINK IT IS
SAFE TO SAY,
JEAN..."

"... THAT WE'VE *ALL*
BEEN CONFRONTED
BY CHANGE."



"TRUE WORDS,
QUICKSILVER."

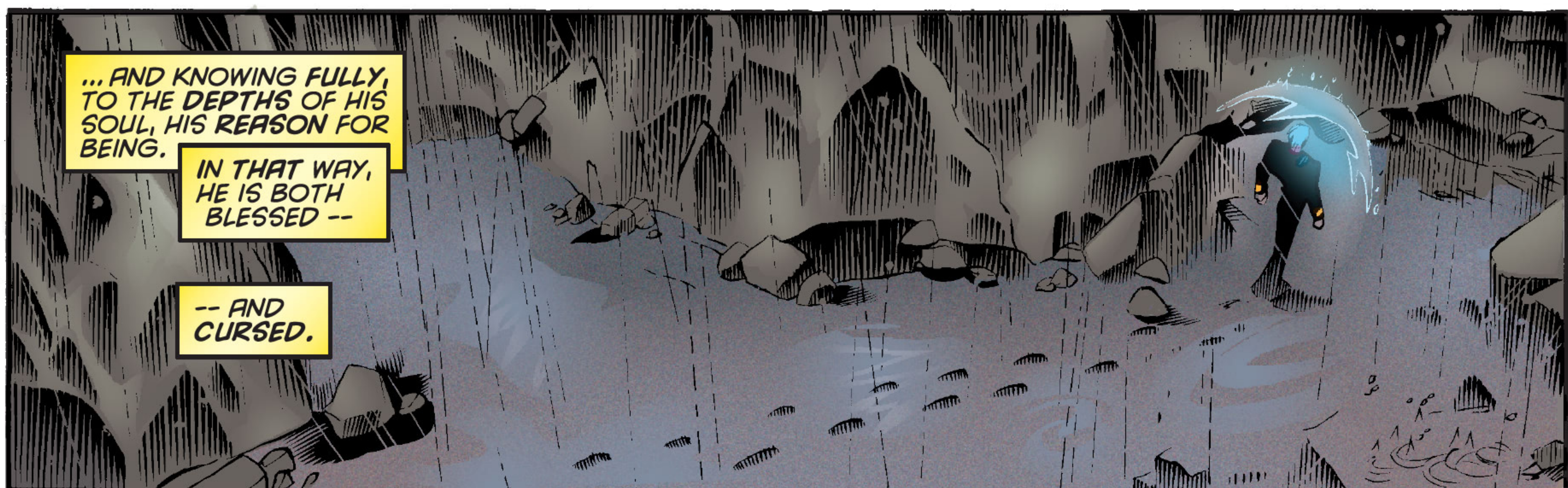


AND NO ONE MORE SO
THAN THE MAN WHO
CALLS HIMSELF BASTION.

HE ALONE KNOWS
WHEN IT BEGAN.

WHEN HE
BEGAN.

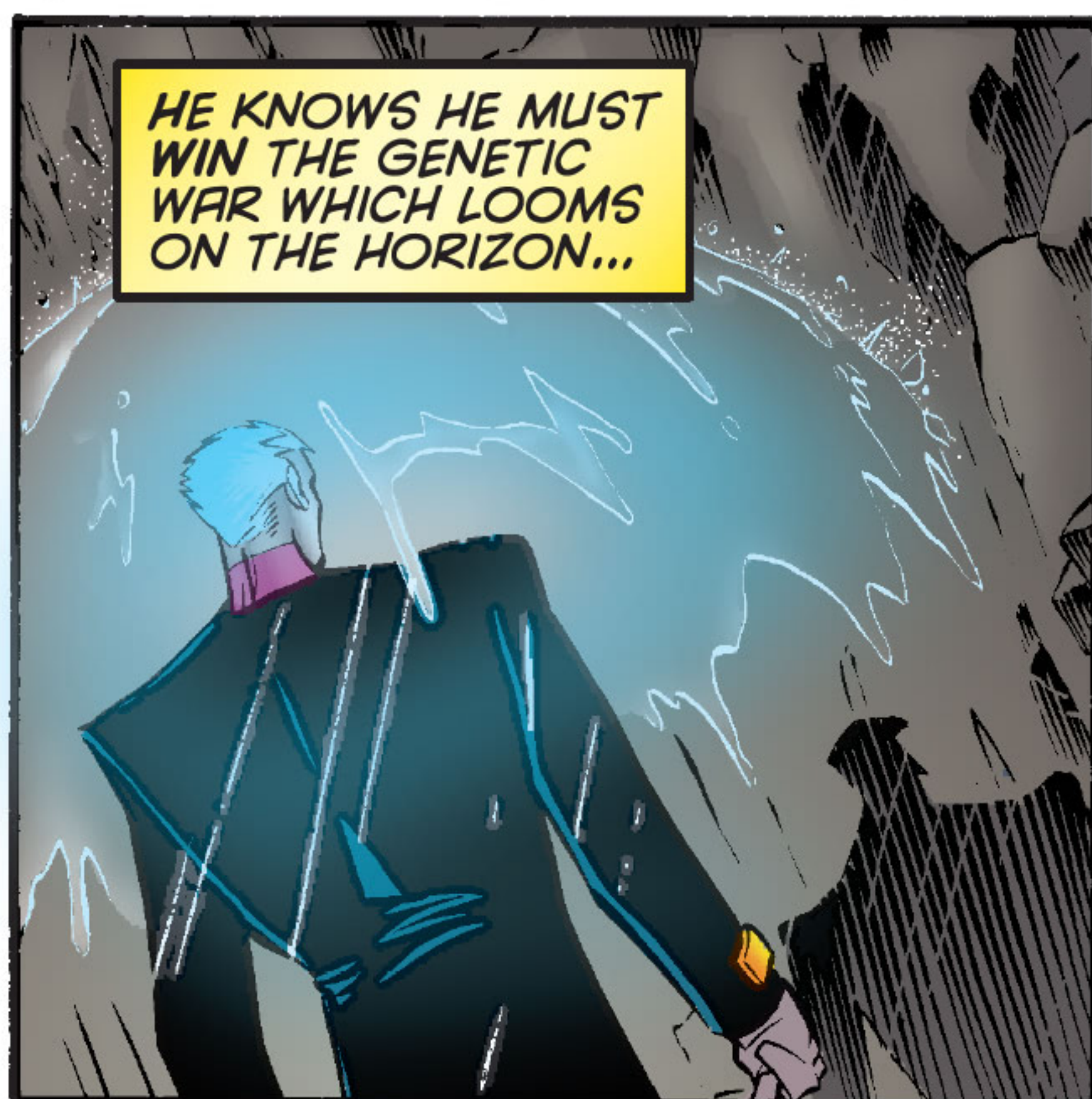
HE REMEMBERS
STARING INTO
THE EYES OF
HIS CREATOR...



... AND KNOWING FULLY,
TO THE DEPTHS OF HIS
SOUL, HIS REASON FOR
BEING.

IN THAT WAY,
HE IS BOTH
BLESSED --

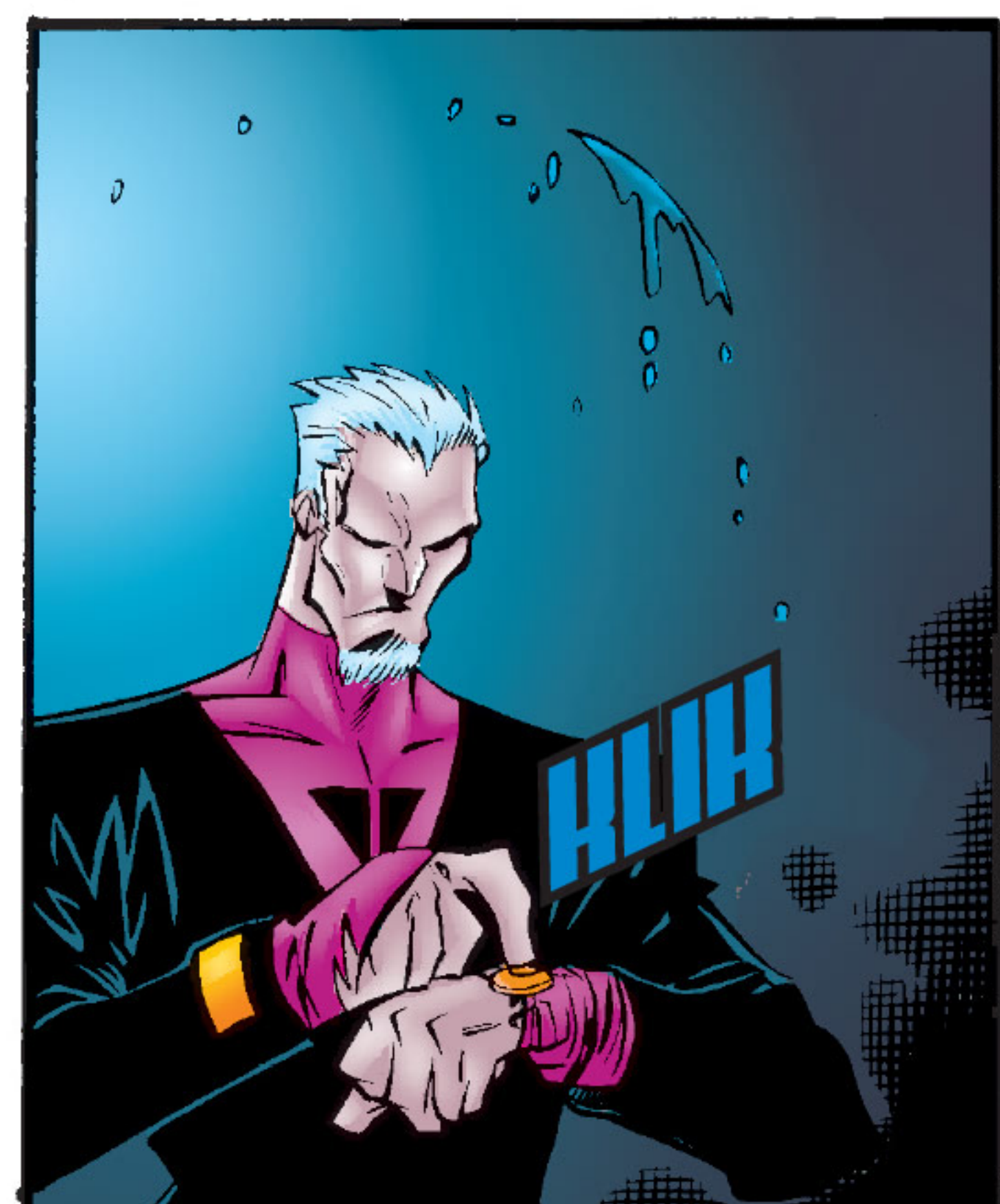
-- AND
CURSED.

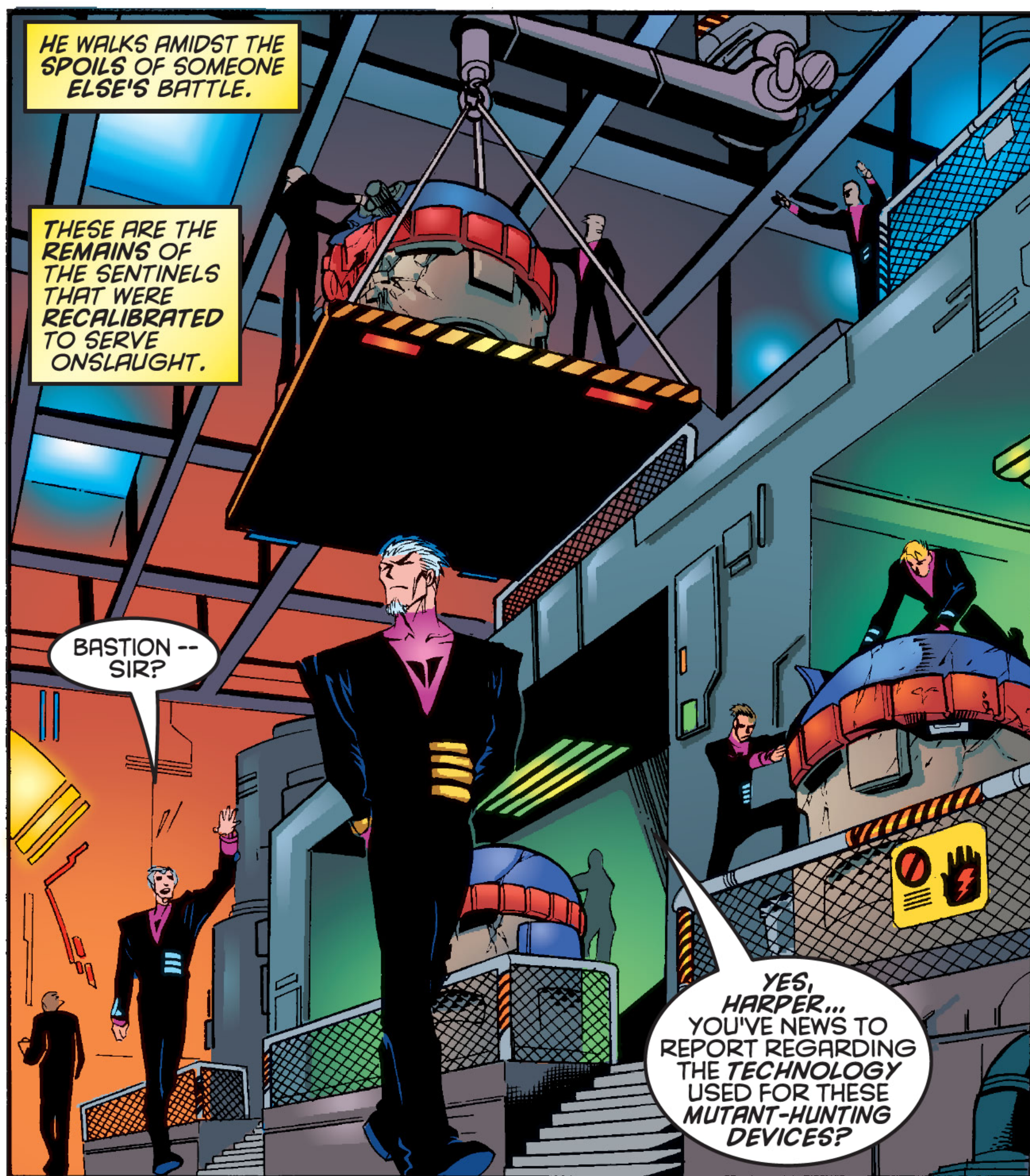


HE KNOWS HE MUST
WIN THE GENETIC
WAR WHICH LOOMS
ON THE HORIZON...



... BY ANY MEANS
NECESSARY.



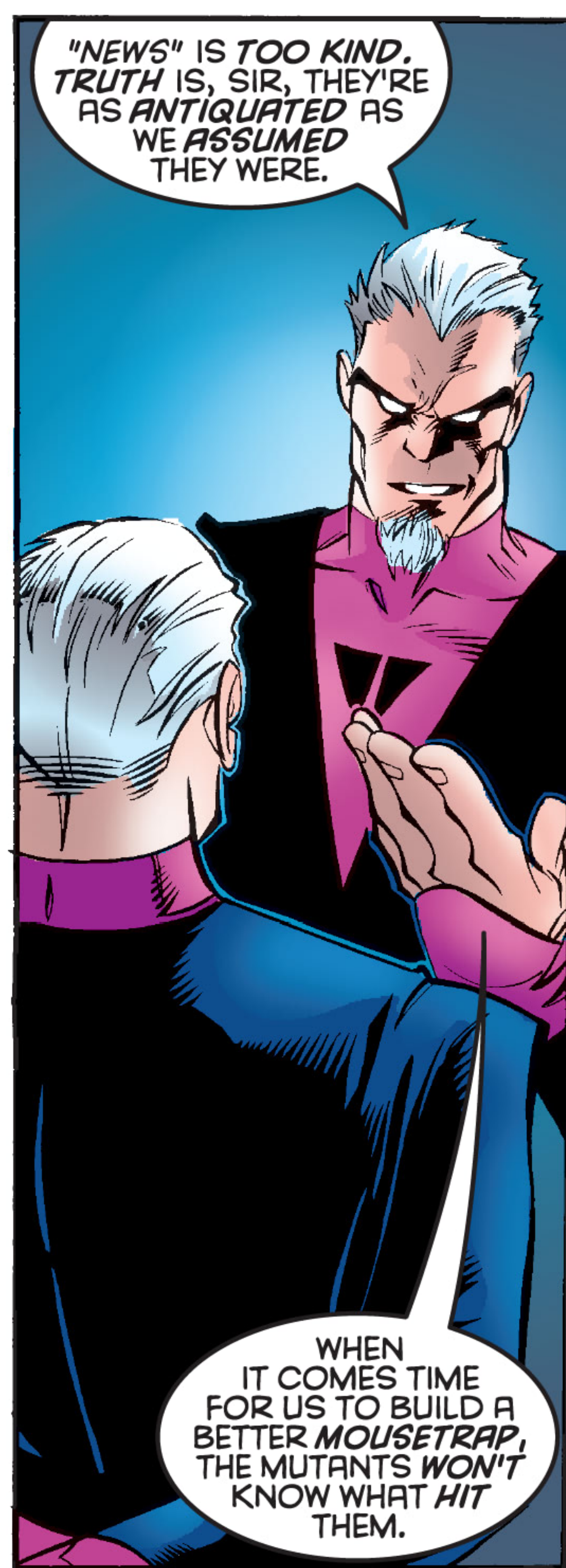


HE WALKS AMIDST THE SPOILS OF SOMEONE ELSE'S BATTLE.

THESE ARE THE REMAINS OF THE SENTINELS THAT WERE RECALIBRATED TO SERVE ONSLAUGHT.

BASTION -- SIR?

YES, HARPER... YOU'VE NEWS TO REPORT REGARDING THE TECHNOLOGY USED FOR THESE MUTANT-HUNTING DEVICES?



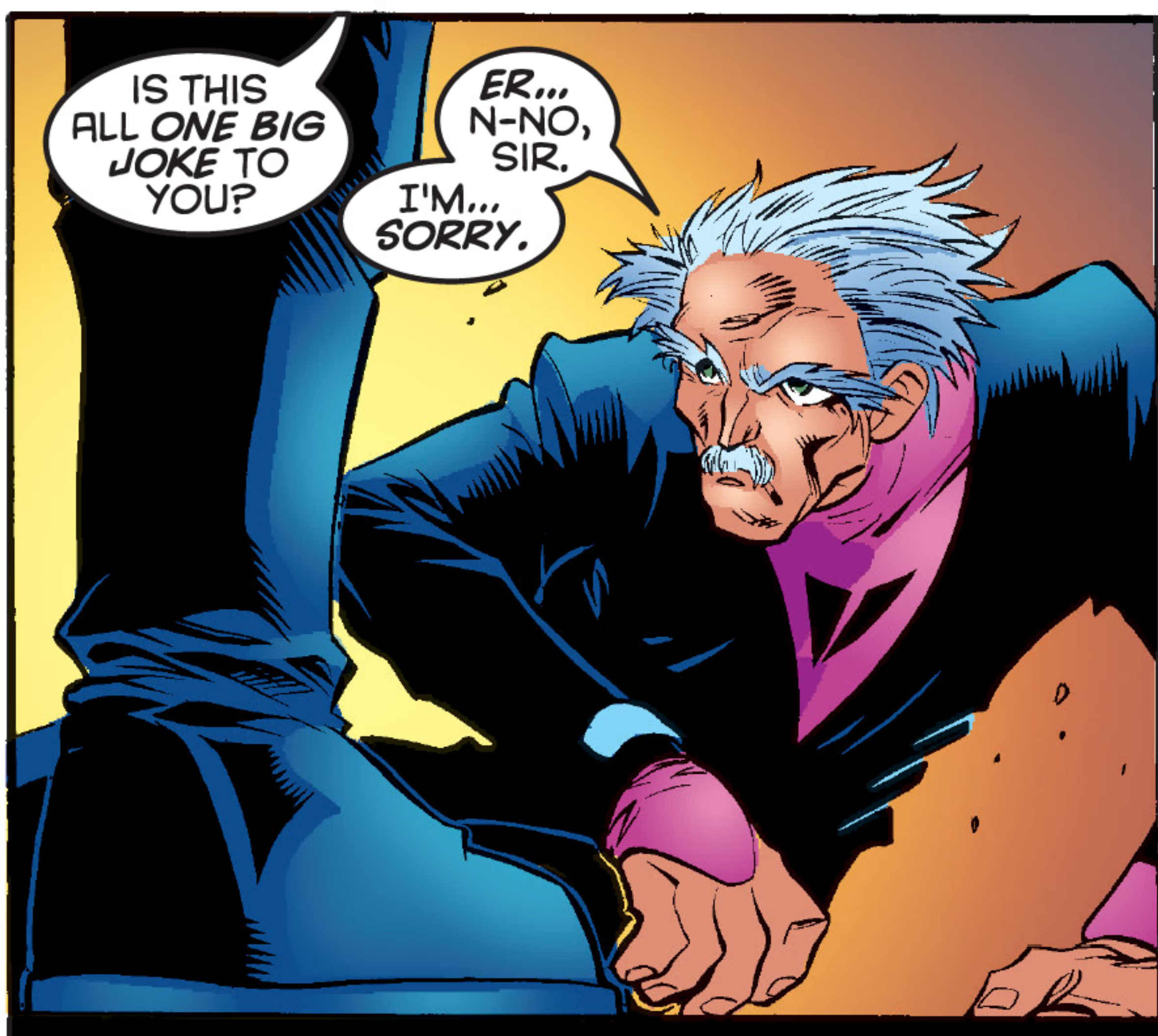
"NEWS" IS TOO KIND. TRUTH IS, SIR, THEY'RE AS ANTIQUATED AS WE ASSUMED THEY WERE.

WHEN IT COMES TIME FOR US TO BUILD A BETTER MOUSETRAP, THE MUTANTS WON'T KNOW WHAT HIT THEM.



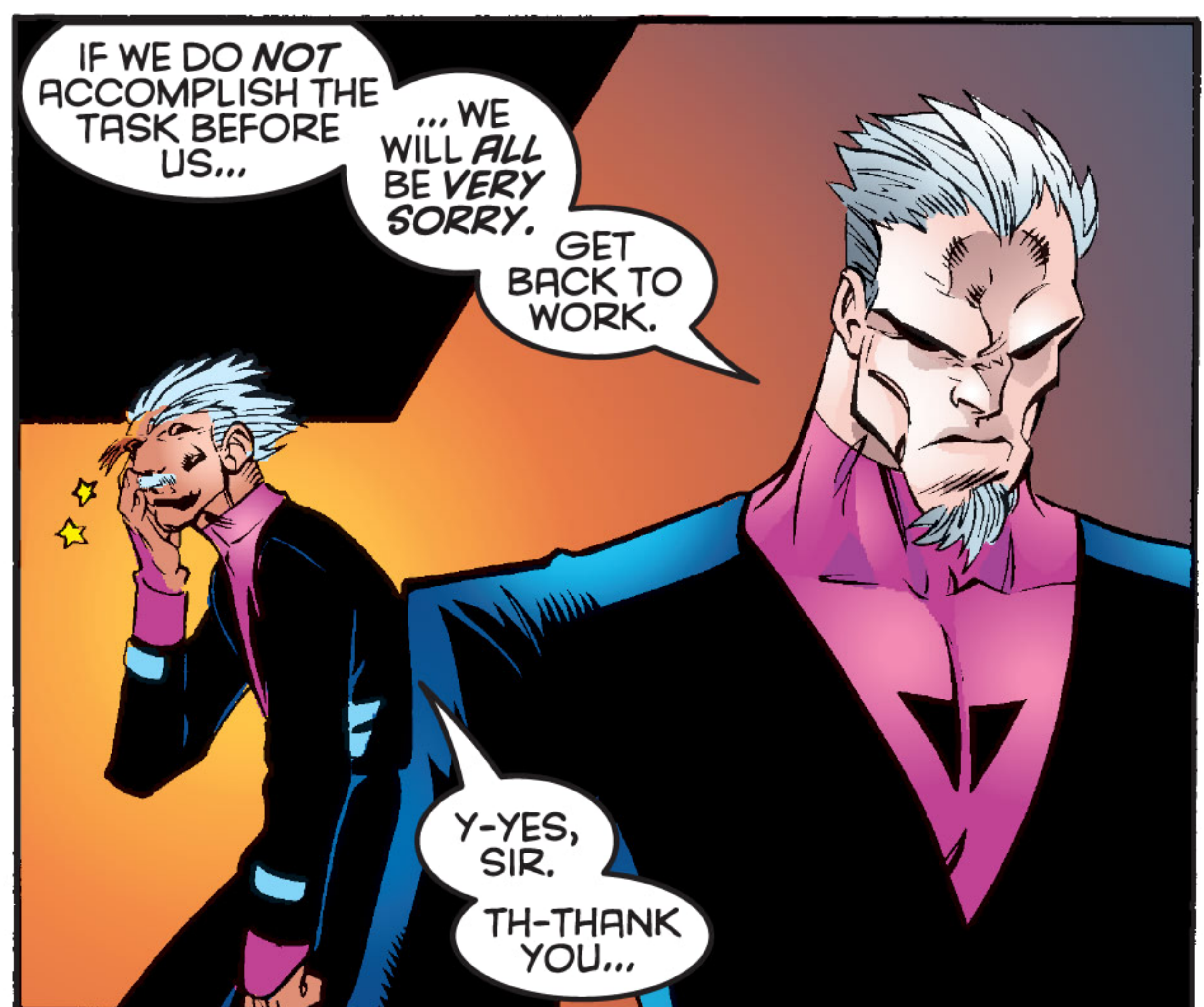
YOU KNOW THE FEELING, HARPER. DID YOU THINK I WOULD BE AMUSED BY YOUR TAKING A SHAPE SO SIMILAR TO MY OWN?

KRAK



IS THIS ALL ONE BIG JOKE TO YOU?

ER... N-NO, SIR. I'M... SORRY.



IF WE DO NOT ACCOMPLISH THE TASK BEFORE US...

... WE WILL ALL BE VERY SORRY.

GET BACK TO WORK.

Y-YES, SIR. TH-THANK YOU...



ALMOST FROM THE *MOMENT*
THAT SOMEONE ELSE'S
STRAY THOUGHT PASSED
THROUGH MY MIND
UNBIDDEN --

-- SINCE
THE *MOMENT*
I *KNEW* I WAS
DIFFERENT --

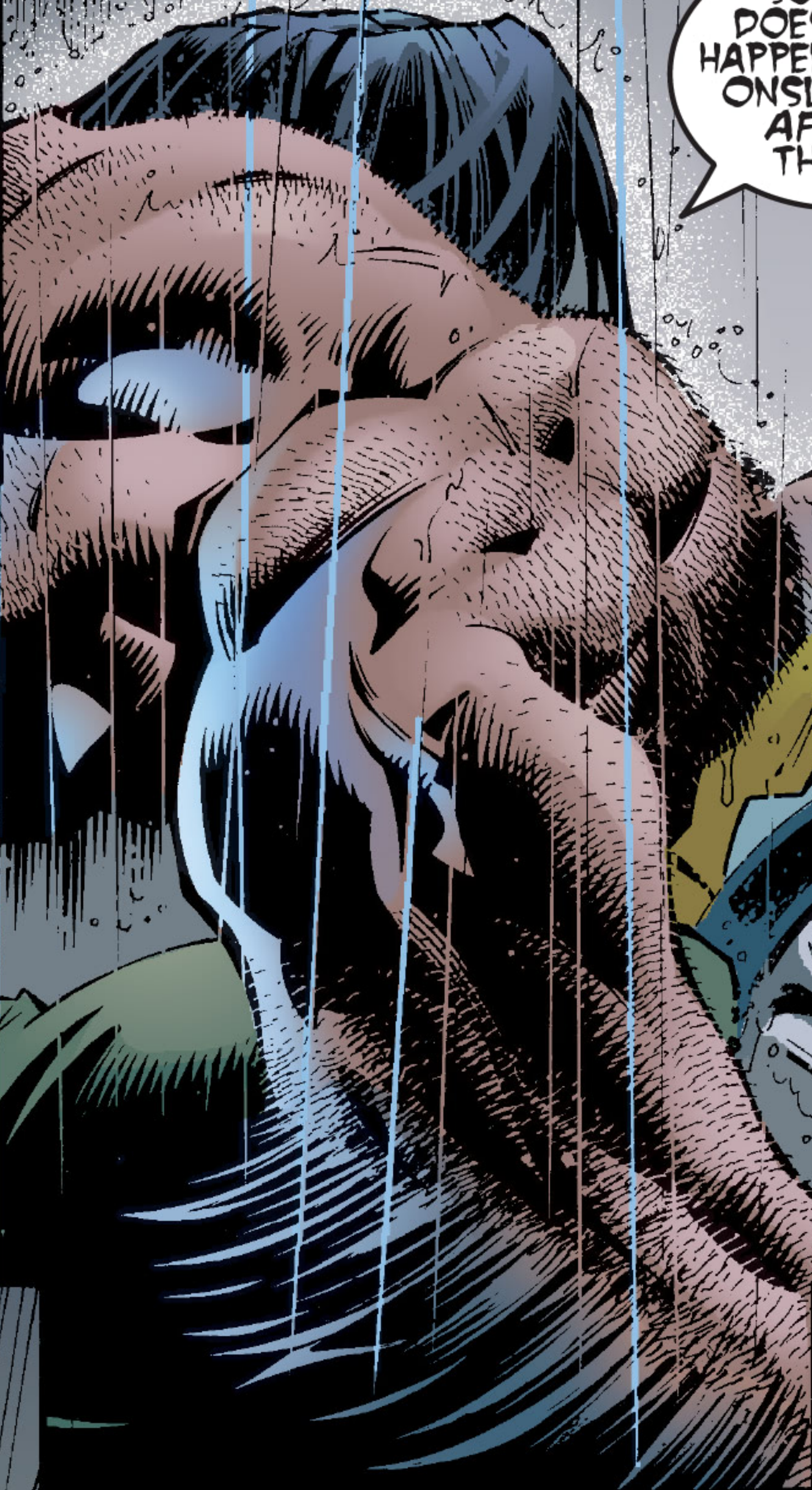
-- I
UNDERSTOOD I
HAD A RESPONSIBILITY
TO THOSE *AROUND* ME.
SPECIFICALLY, PEOPLE
WITHOUT MUTANT
ABILITIES.

SO HOW
DOES WHAT
HAPPENED WITH
ONSLAUGHT
AFFECT
THAT?

NEARLY
THIRTY PEOPLE
SACRIFICED THEIR
LIVES TRYING TO
STOP HIM.

NOT TO
MENTION THE
TERROR FACED
BY *INNOCENTS*
ACROSS THE
WORLD --

-- OR
THE FACT
THE CITY OF
NEW YORK WAS
ESSENTIALLY
CRIPPLED.



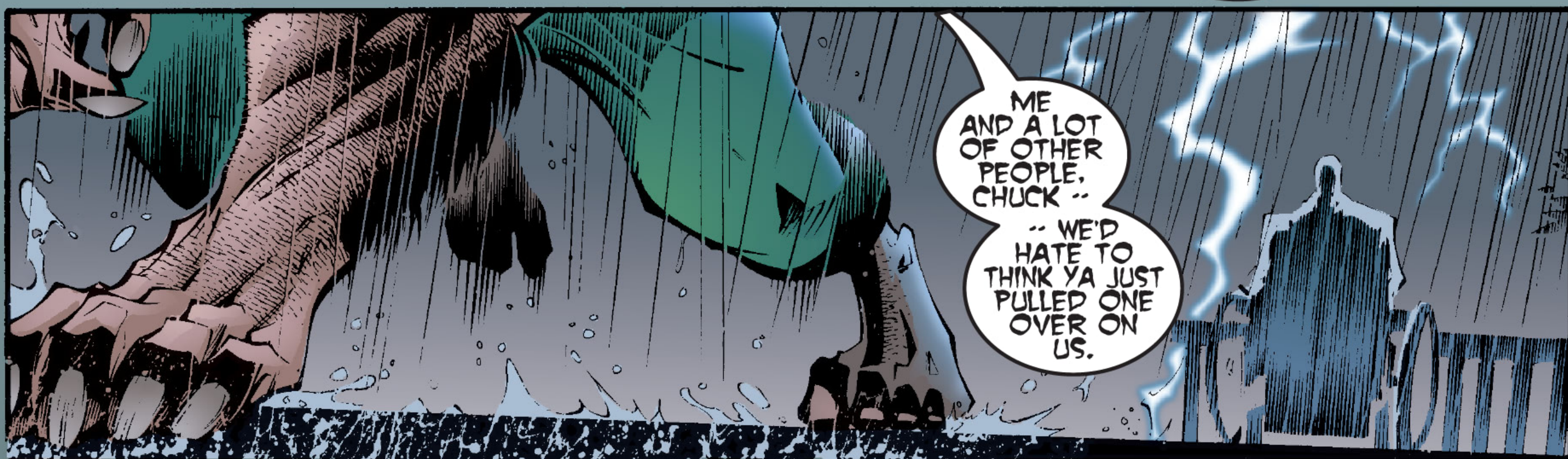
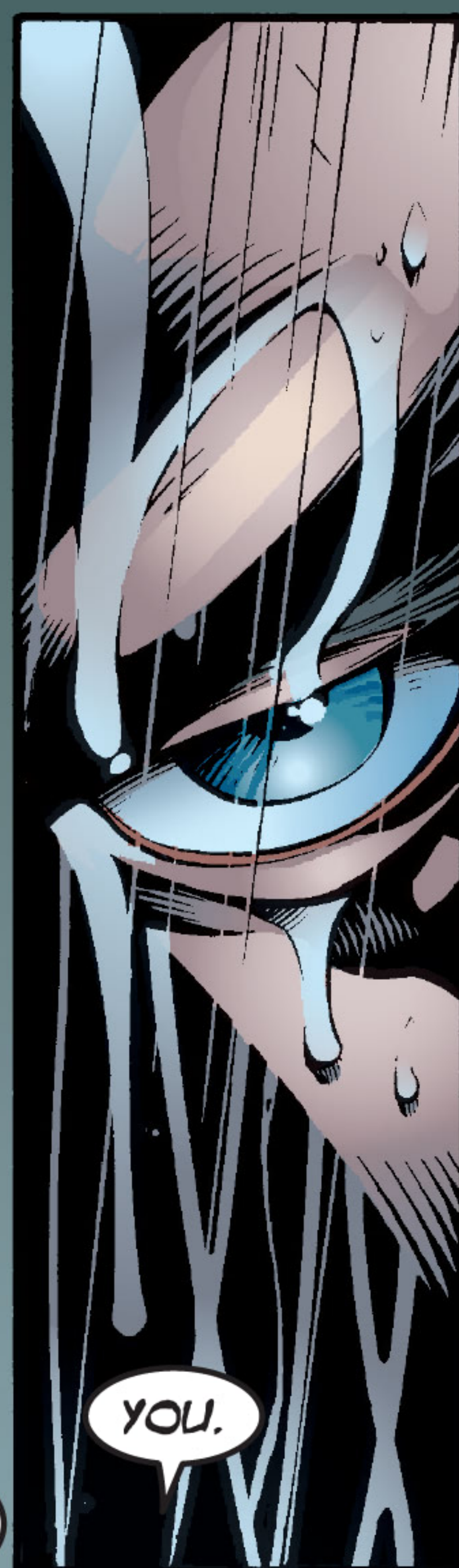
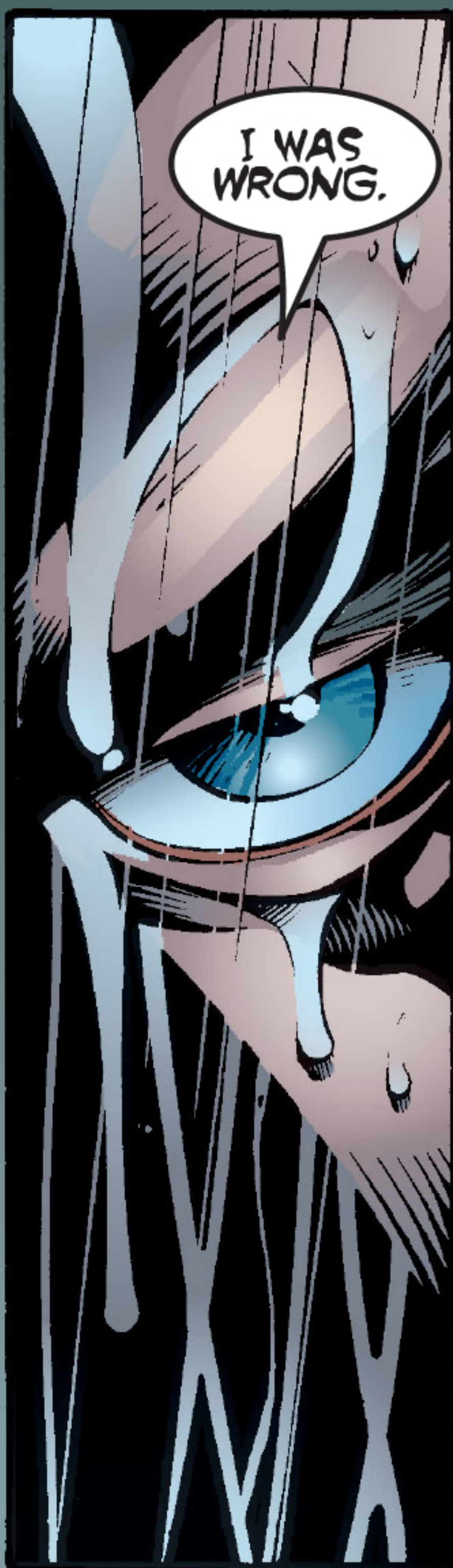
IN
MANY
WAYS, I AM
RESPONSIBLE
FOR ALL OF
THAT.



THEN
LET'S DO
SOMETHIN'
ABOUT IT,
PROF.

LET
US IN.

LET US
HELP.





FIN'LY.

I
KNEW IF I WORE
DIS TRENCH COAT
LONG ENOUGH... IT'D
EVENT'LY COME
IN HANDY.

SO
WHERE IS
EVERYBODY?



EVERYBODY?

AS IN
"EVERYBODY
WHO ISN'T
HERE."

C'MON, GAMBIT.
YOU CAN
SAY IT.
ALOUD.

NOT THAT
YOU HAVE
TO.

ALRIGHT
ALREADY!

WHERE'S
SAM?
AND
ROGUE AND
MAGNETO?

JOSEPH
DIDN'T FEEL QUITE
COMFORTABLE BEING
AROUND EVERYONE
JUST YET --



MERCI.

-- SO ROGUE TOOK HIM
INTO SALEM CENTER FOR
BREAKFAST.

I
WONDER
WHY.



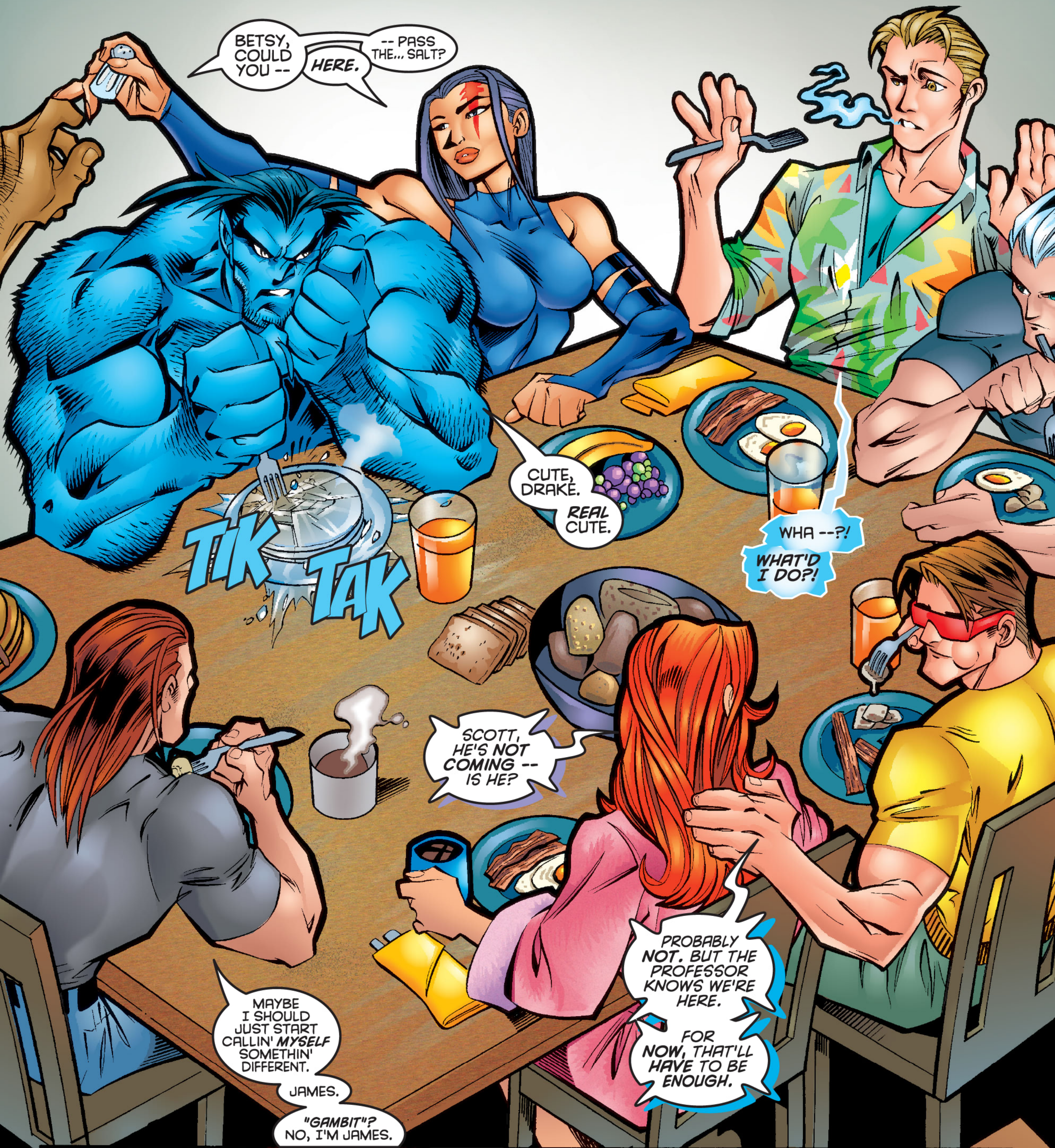
AND
SAM?

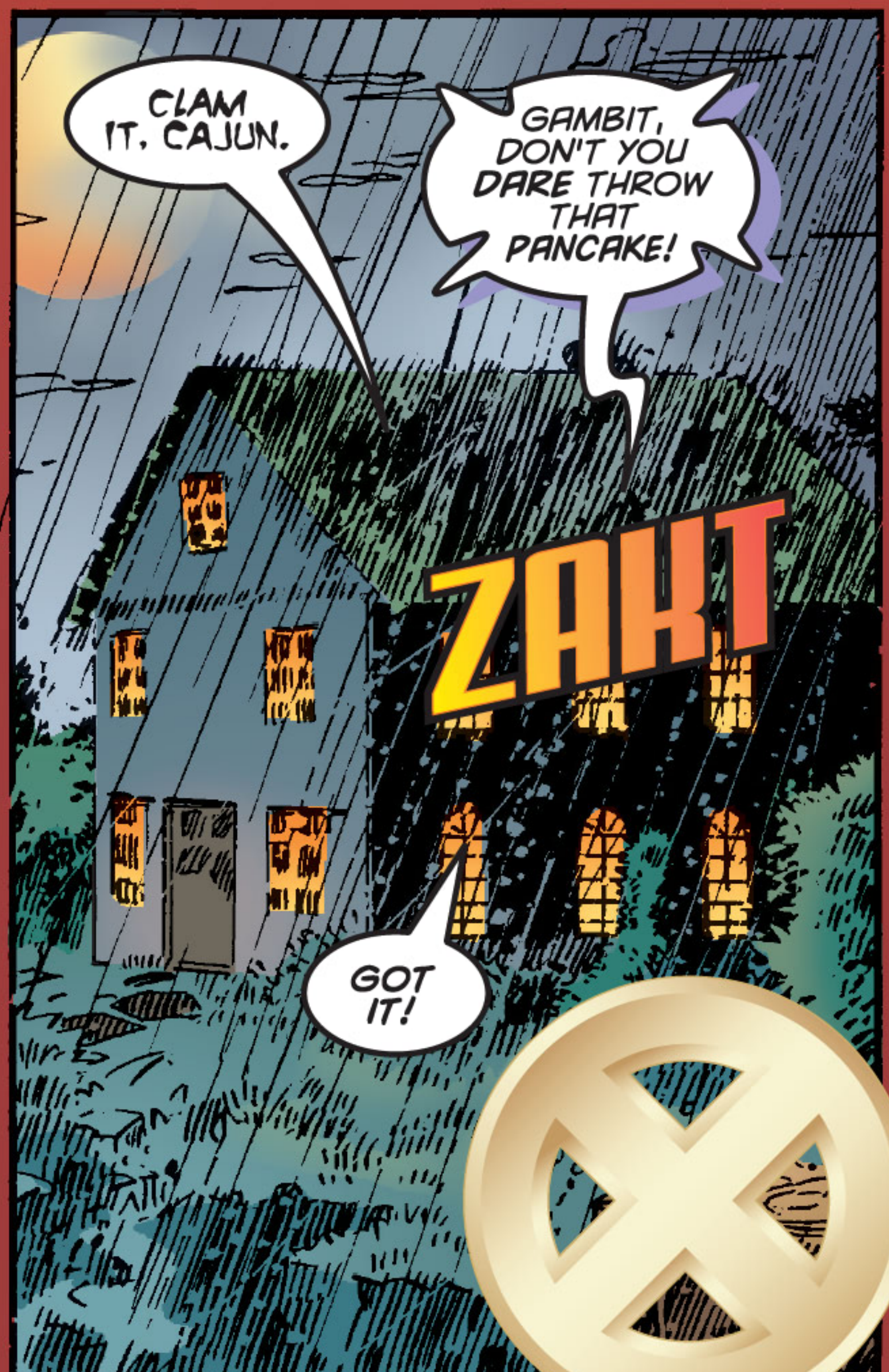
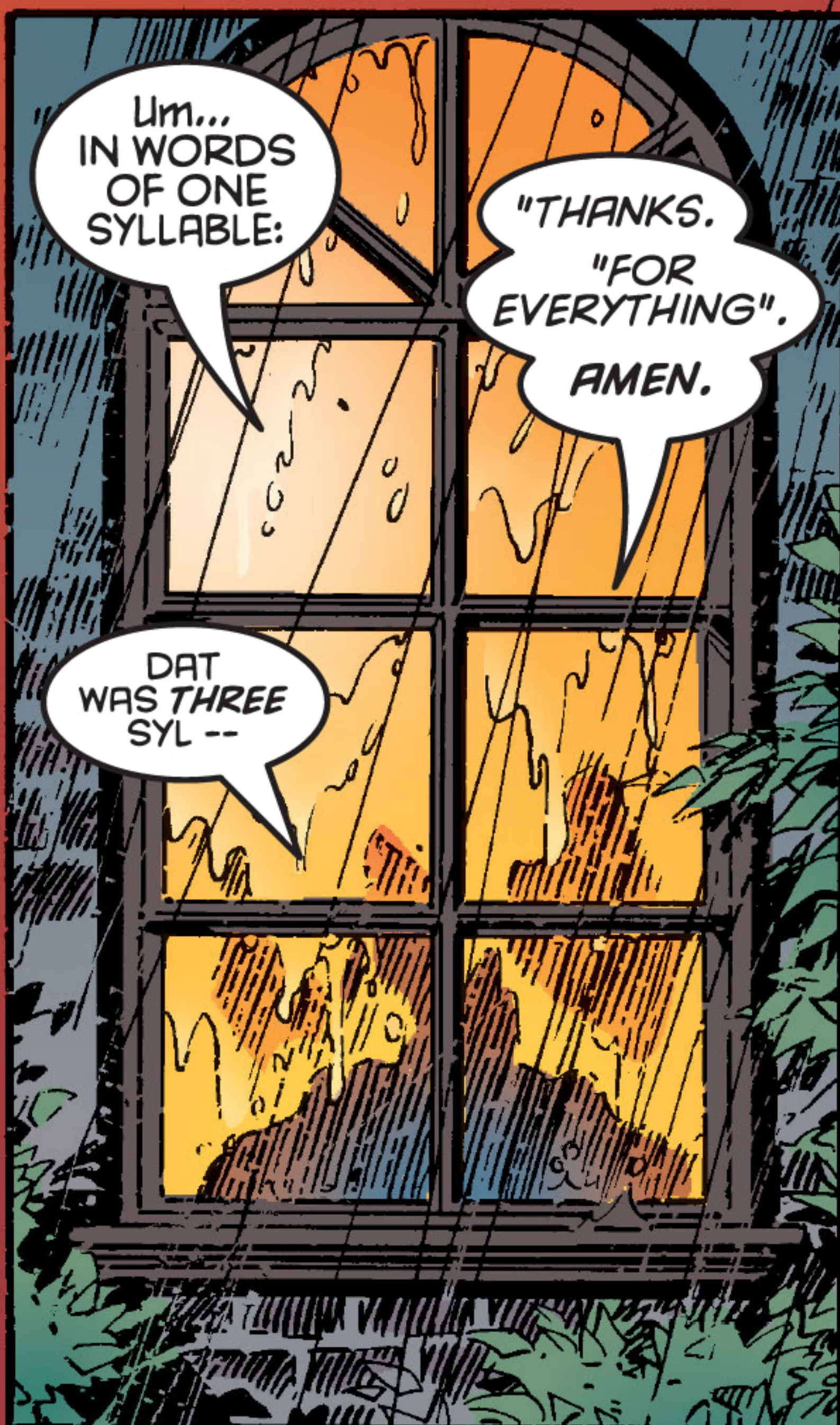
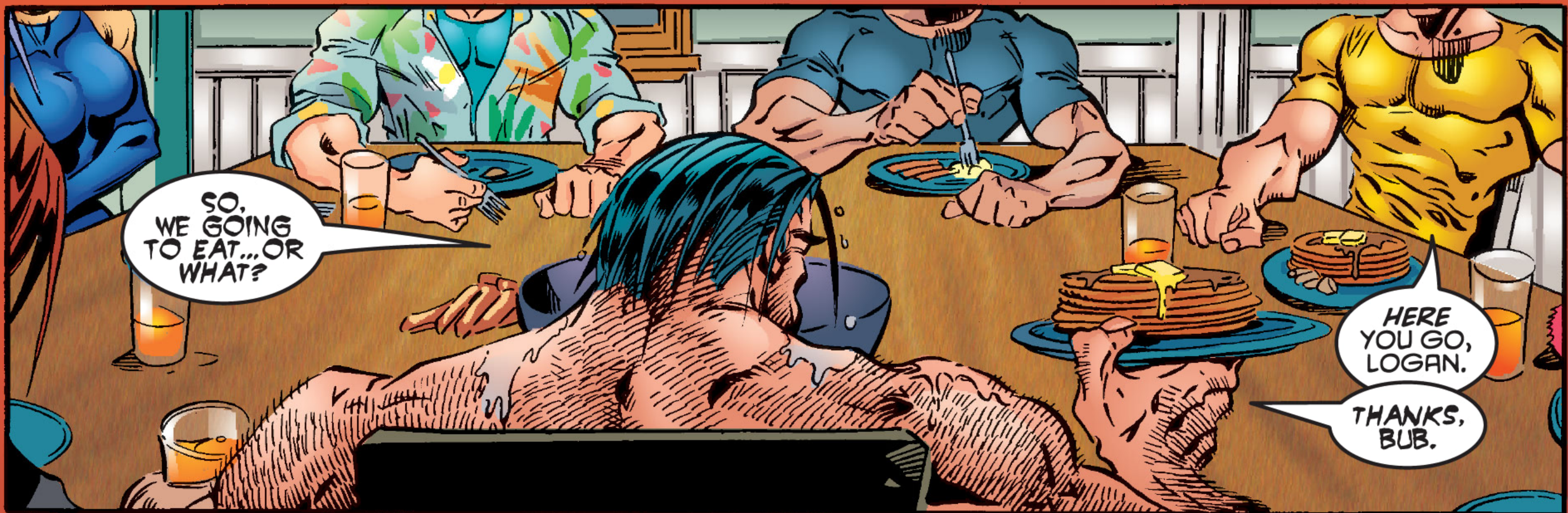
SAM PASSED BECAUSE
HE ASSUMED MAGNETO
WAS GOING TO
BE HERE.

SEE,
"MAGNETO",
RIGHT?

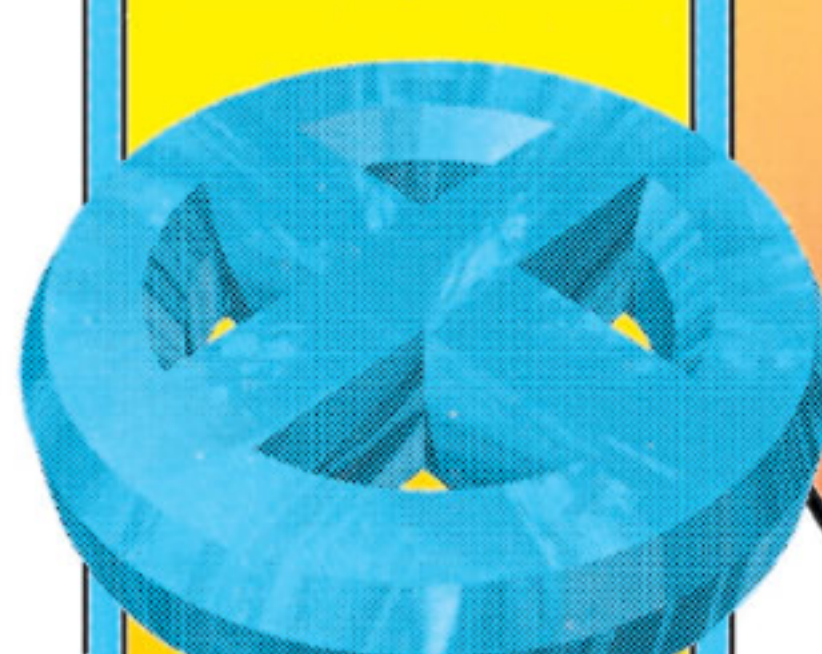
SO WHY'S
EVERYBODY
CALLIN' HIM
"JOSEPH"?

WHAT
IS DAT ALL
ABOUT?





MARVEL
COMICS

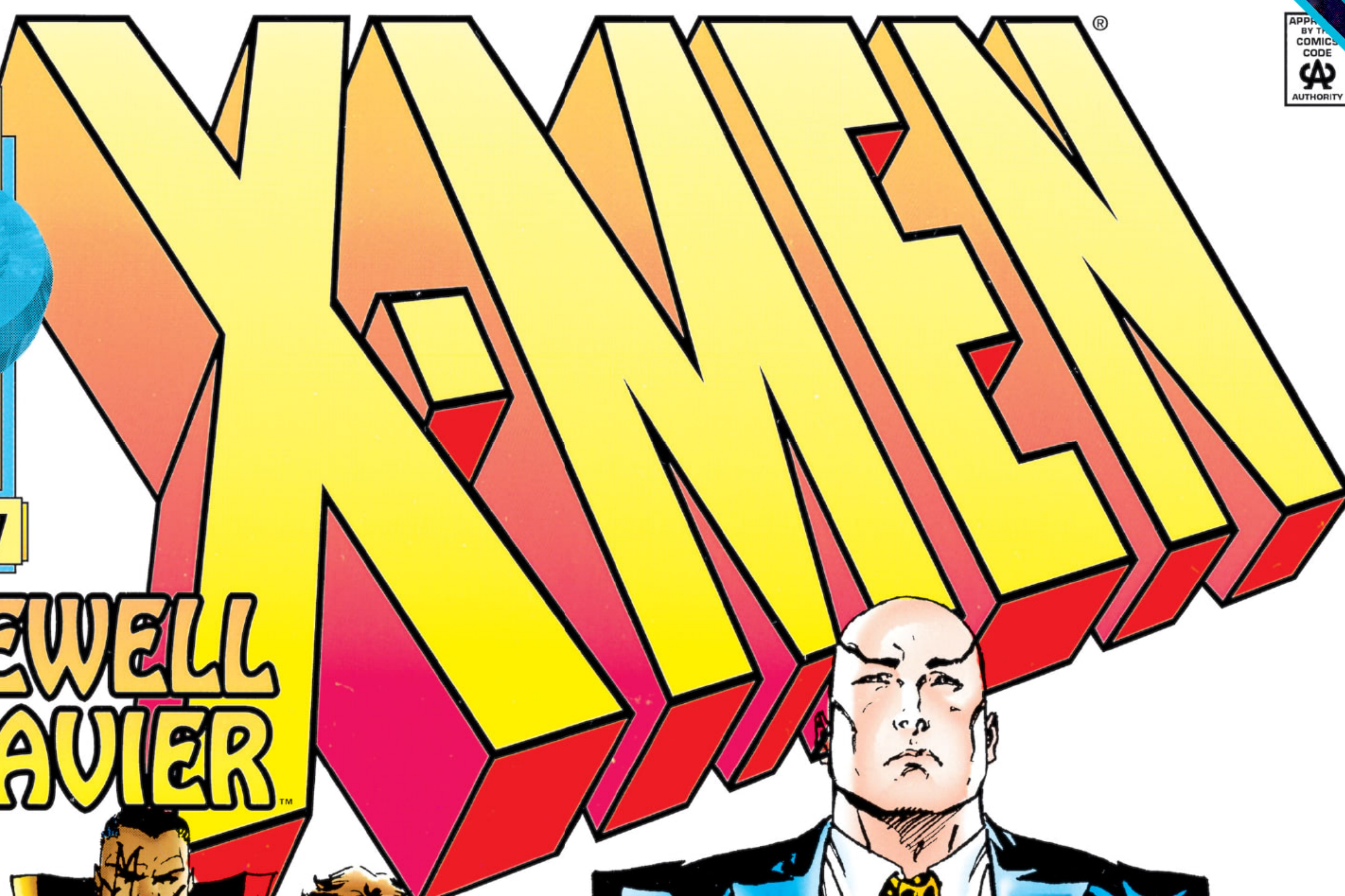


X-MEN

OCT '96 57

FAREWELL TO XAVIER

APPROVED
BY THE
COMICS
CODE
AUTHORITY



SOMEWHERE.

FOR YEARS, THIS WAS A PLACE
WHERE AN ARCHITECT FOR A
BETTER TOMORROW SOUGHT
TO DESIGN A WORLD FREE OF
GENETIC ADVERSITY.

NOW...

... AFTER
ONSLAUGHT ...

... AFTER THE DISAPPEARANCE
OF NEARLY THIRTY OF EARTH'S
MIGHTIEST HEROES...

DESIGNATE:
PROFESSOR X

BIOMUTATIVE
CLASSIFICATION:
TELEPATH, LEVEL
AAALPHA/I

PROJECTED
PSYCHOPHYSIC
LIMITS:
NONAPPLICABLE.

... THIS INNER SANCTUM
HAS BECOME SOMETHING
MORE AKIN TO A TOMB.

CEREBRO?

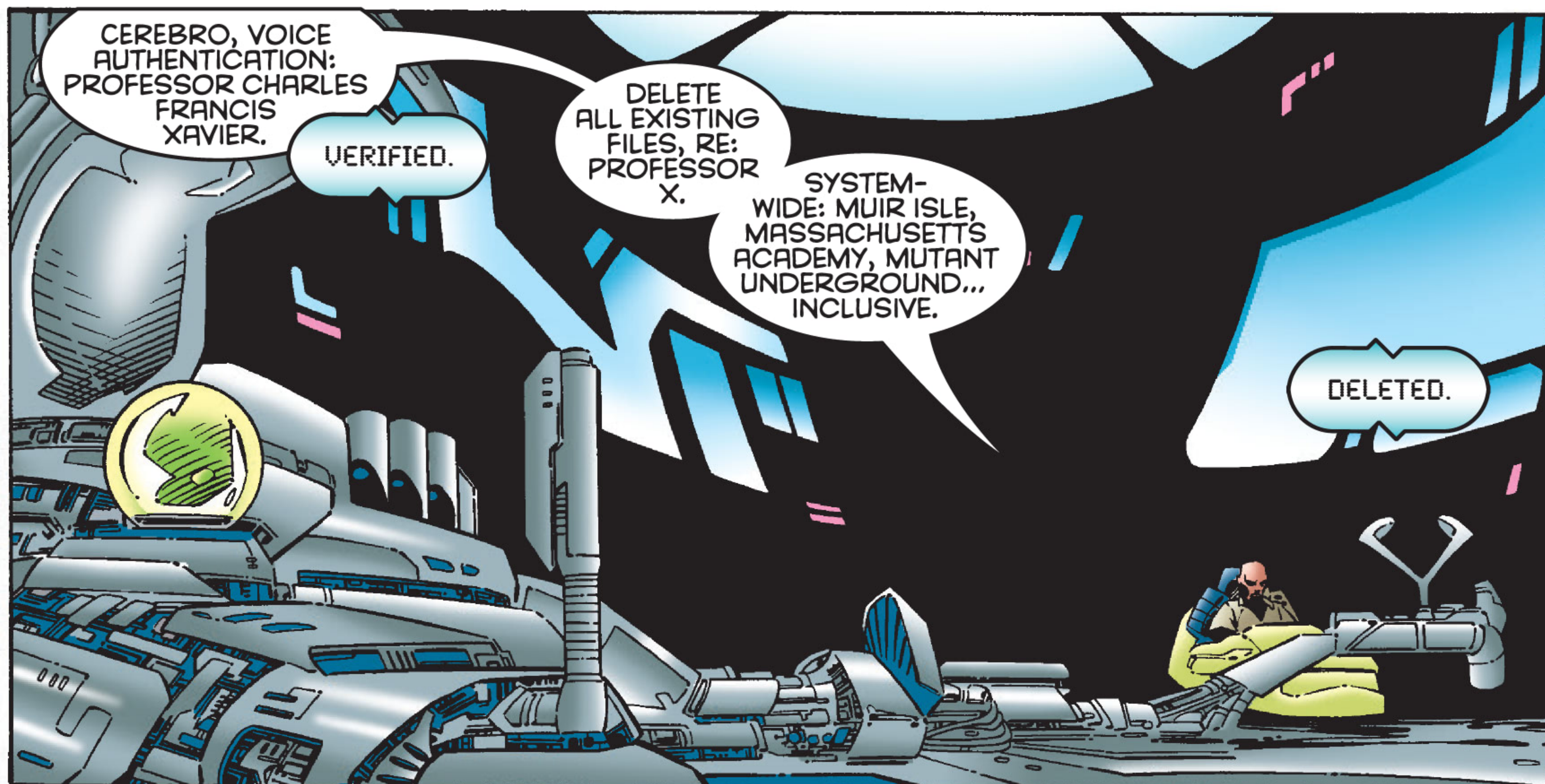
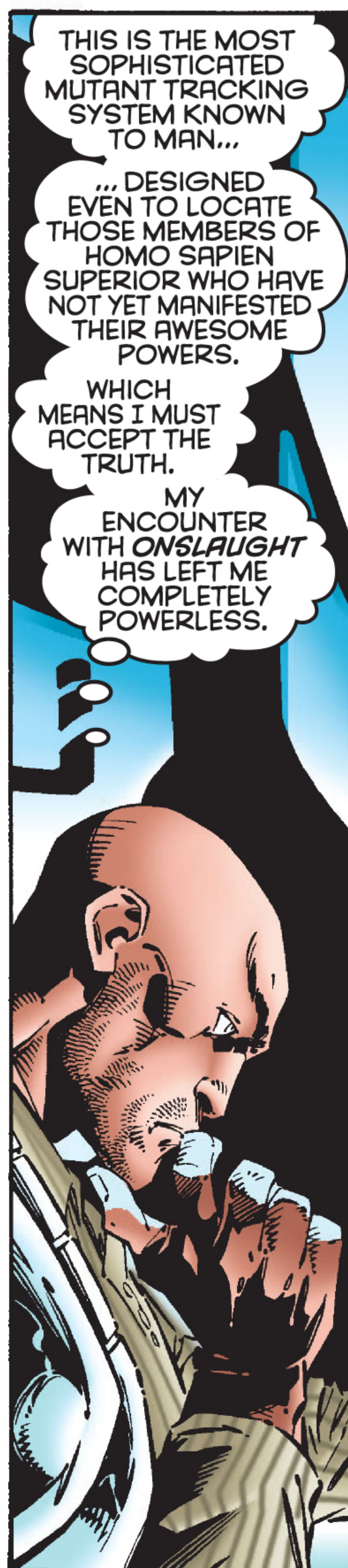
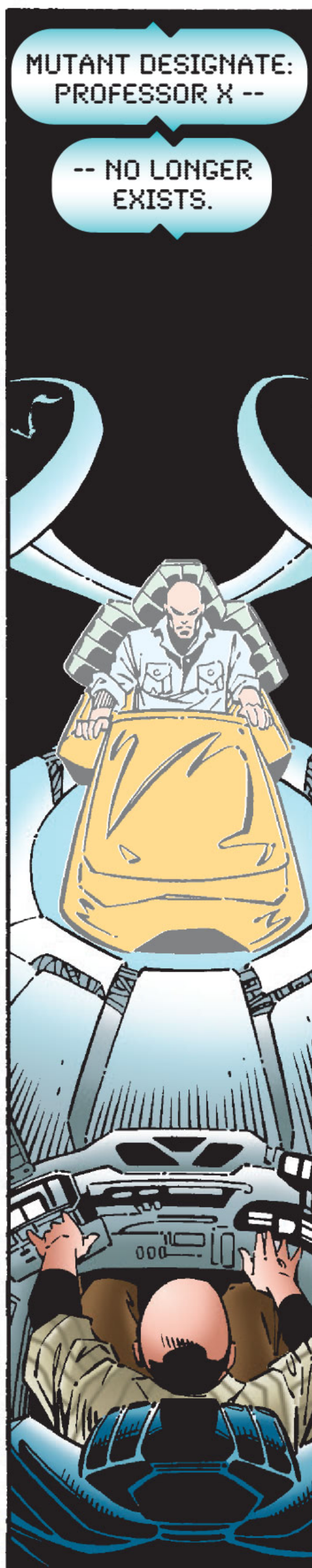
OPERATIVE.

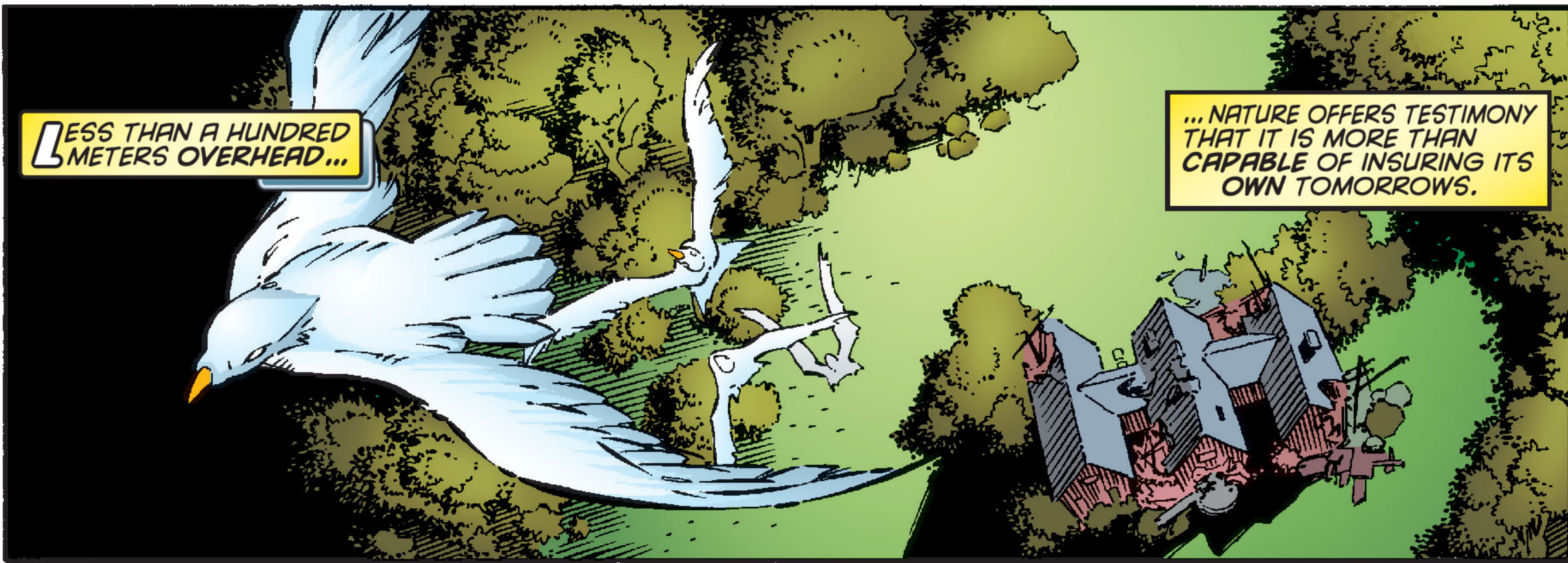
LOCATE:
PROFESSOR
CHARLES FRANCIS
XAVIER.

FINCH: X
PROTOCOL

SEARCH

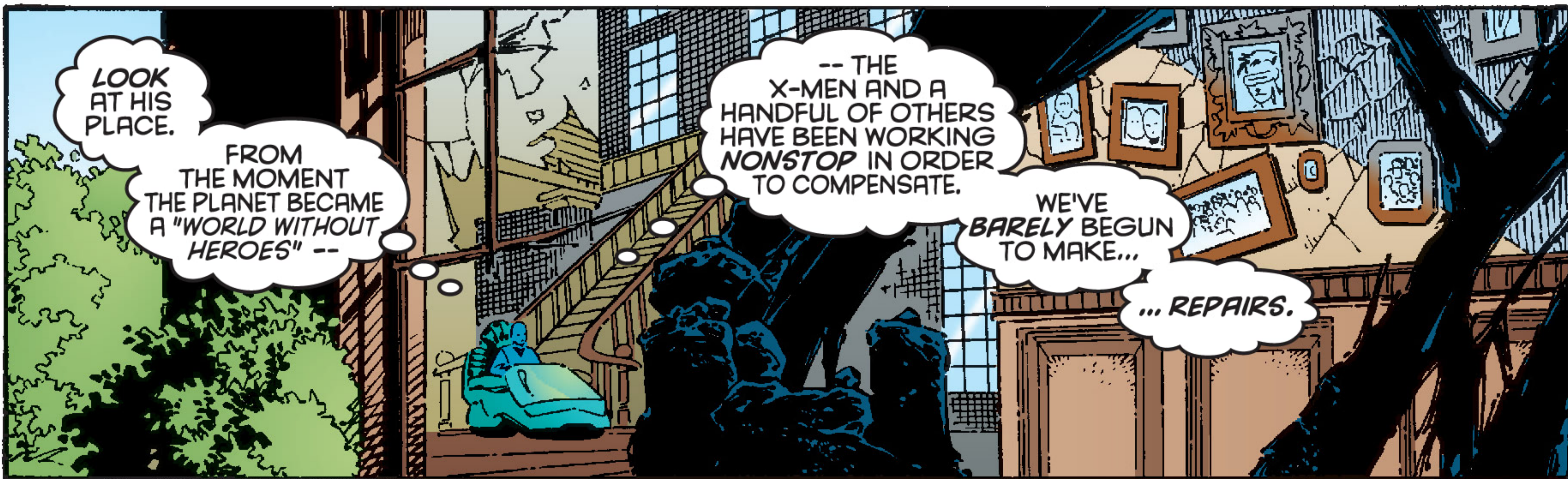
SEN





LESS THAN A HUNDRED METERS OVERHEAD...

... NATURE OFFERS TESTIMONY THAT IT IS MORE THAN CAPABLE OF INSURING ITS OWN TOMORROWS.



LOOK AT HIS PLACE.

FROM THE MOMENT THE PLANET BECAME A "WORLD WITHOUT HEROES" --

-- THE X-MEN AND A HANDFUL OF OTHERS HAVE BEEN WORKING **NONSTOP** IN ORDER TO COMPENSATE.

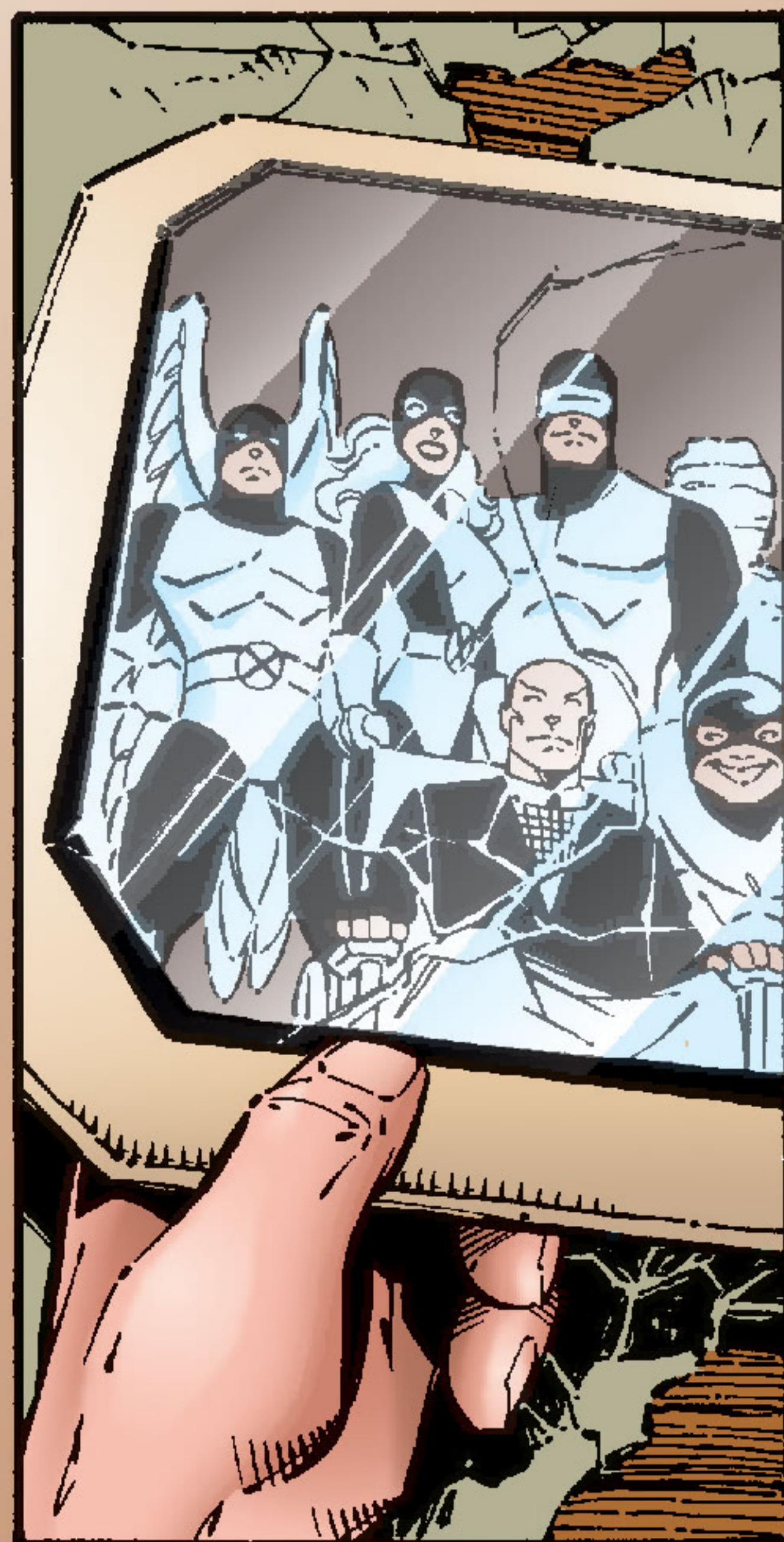
WE'VE **BARELY** BEGUN TO MAKE...

... **REPAIRS.**



"REPAIRS."

WHAT AN **EMPTY** WORD.



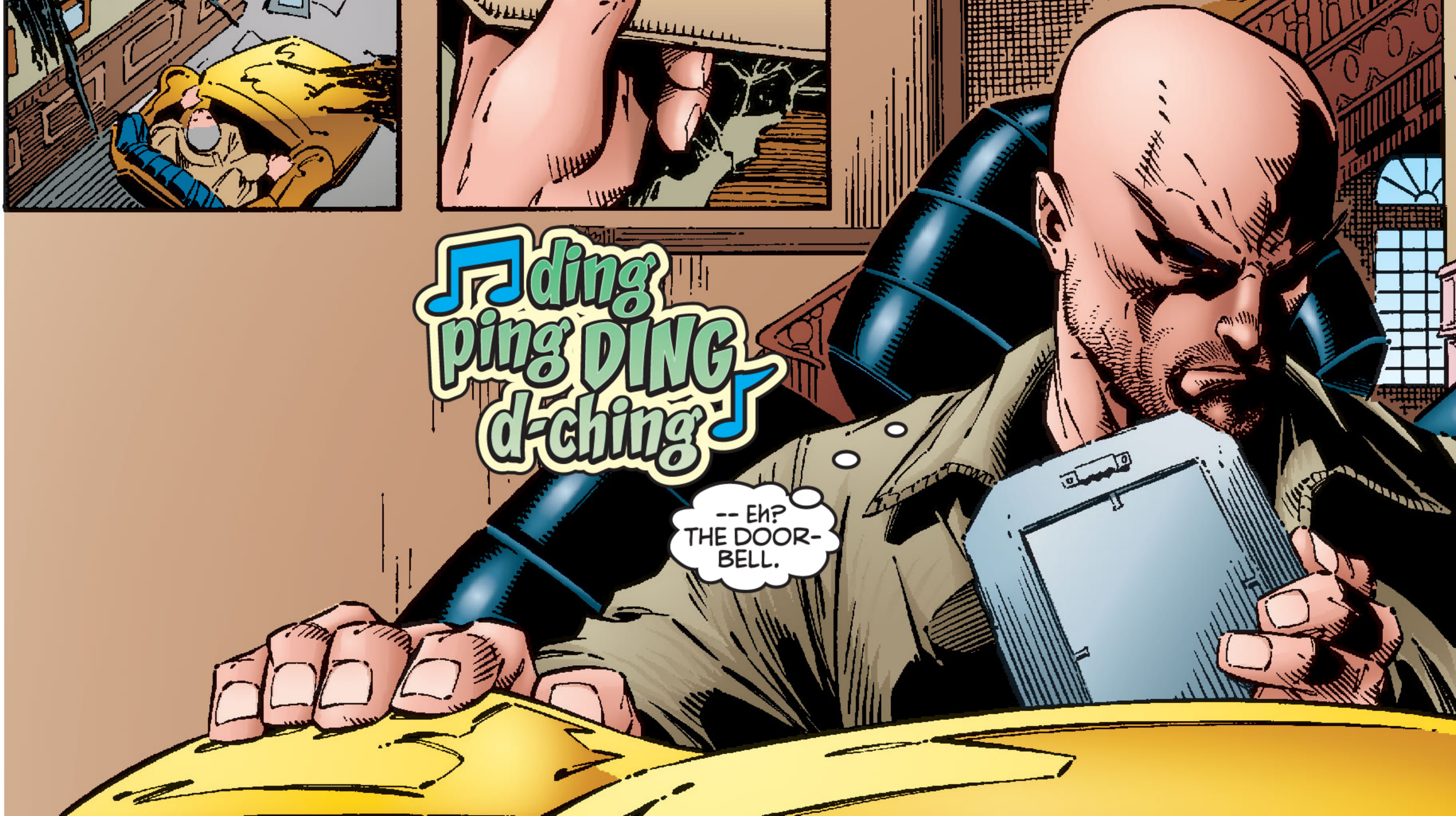
AS IF THERE IS **ANYTHING** I CAN SAY OR DO THAT WOULD REPAIR THE DAMAGE I **UNKNOWINGLY** UNLEASHED UPON THE WORLD.

NOT TO MENTION WHAT I TOOK FROM THE X-MEN, X-FACTOR, X-FORCE, EXCALIBUR, GENERATION X... ALL OF THEM...

I TOOK THEIR FAITH... THEIR **TRUST**. AND **THAT** DAMAGE COULD VERY WELL BE IRREPARABLE.

ding
ping DING
d-ching

-- EH? THE DOOR-BELL.



THE GREETING HALL HERE AT THE XAVIER INSTITUTE...

SINCE NONE OF THE **ALARMS** WENT OFF --

-- IT'S SAFE TO ASSUME OUR VISITOR IS A FRIEND.

HELLO, MR. SUMMERS.

DO YOU ALWAYS ANSWER THE DOOR AS **CYCLOPS**, SCOTT?

ONE WOULD THINK IT AN **INEXCUSABLE** BREACH OF SECURITY.

WE ALL MAKE MISTAKES, Dr. COOPER.

I SUPPOSE, VAL, IT WOULD BE TOO MUCH TO HOPE THAT YOU'RE HERE WITH NEWS ABOUT MY BROTHER.

SCOTT'S BROTHER ALEX WAS LAST SEEN AS A THRALL OF **ONSLAUGHT** -- Bob

SORRY, NO.

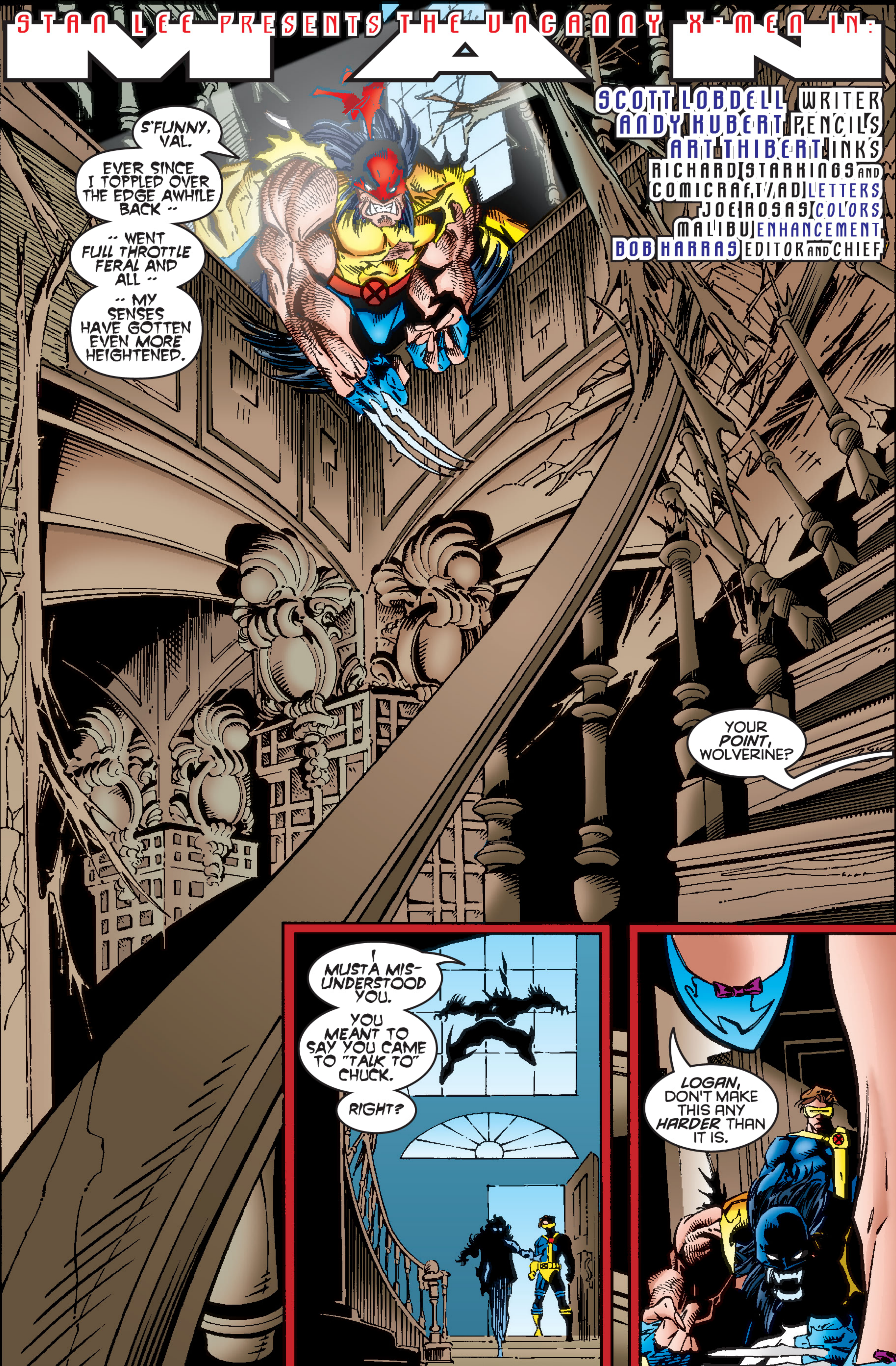
HAVOK IS STILL AMONG THE MISSING.

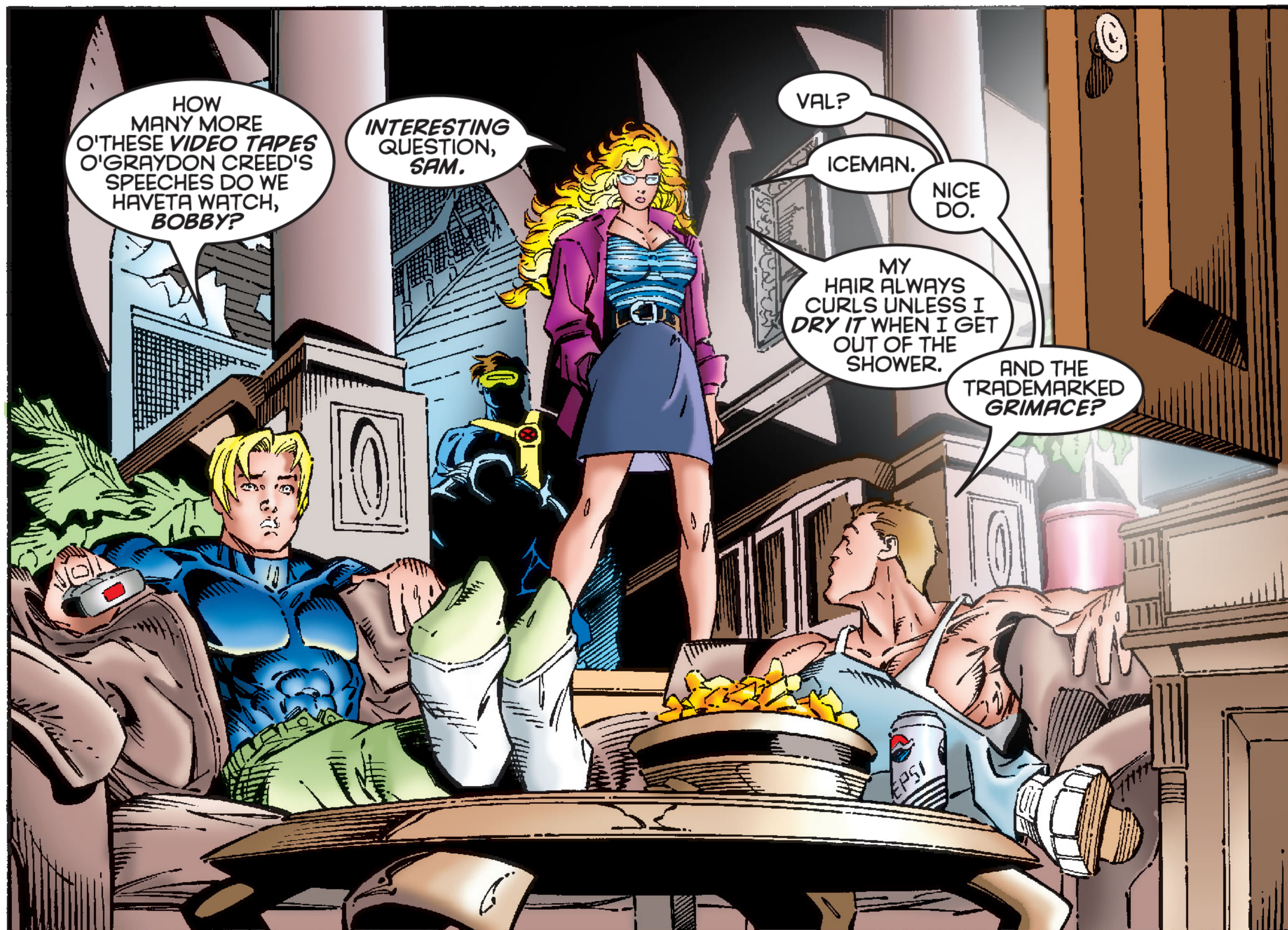
WHICH CAN ONLY MEAN HE'S MAKING A GREAT EFFORT NOT TO BE FOUND.

I'M NOT HERE ON X-FACTOR BUSINESS, CYCLOPS...

... RATHER, I'VE COME IN MY CAPACITY AS **CHAIRWOMAN** OF THE COMMITTEE ON MUTANT AFFAIRS.

I'M HERE TO TAKE PROFESSOR XAVIER.





HOW MANY MORE O' THESE VIDEO TAPES O' GRAYDON CREED'S SPEECHES DO WE HAVETA WATCH, BOBBY?

INTERESTING QUESTION, SAM.

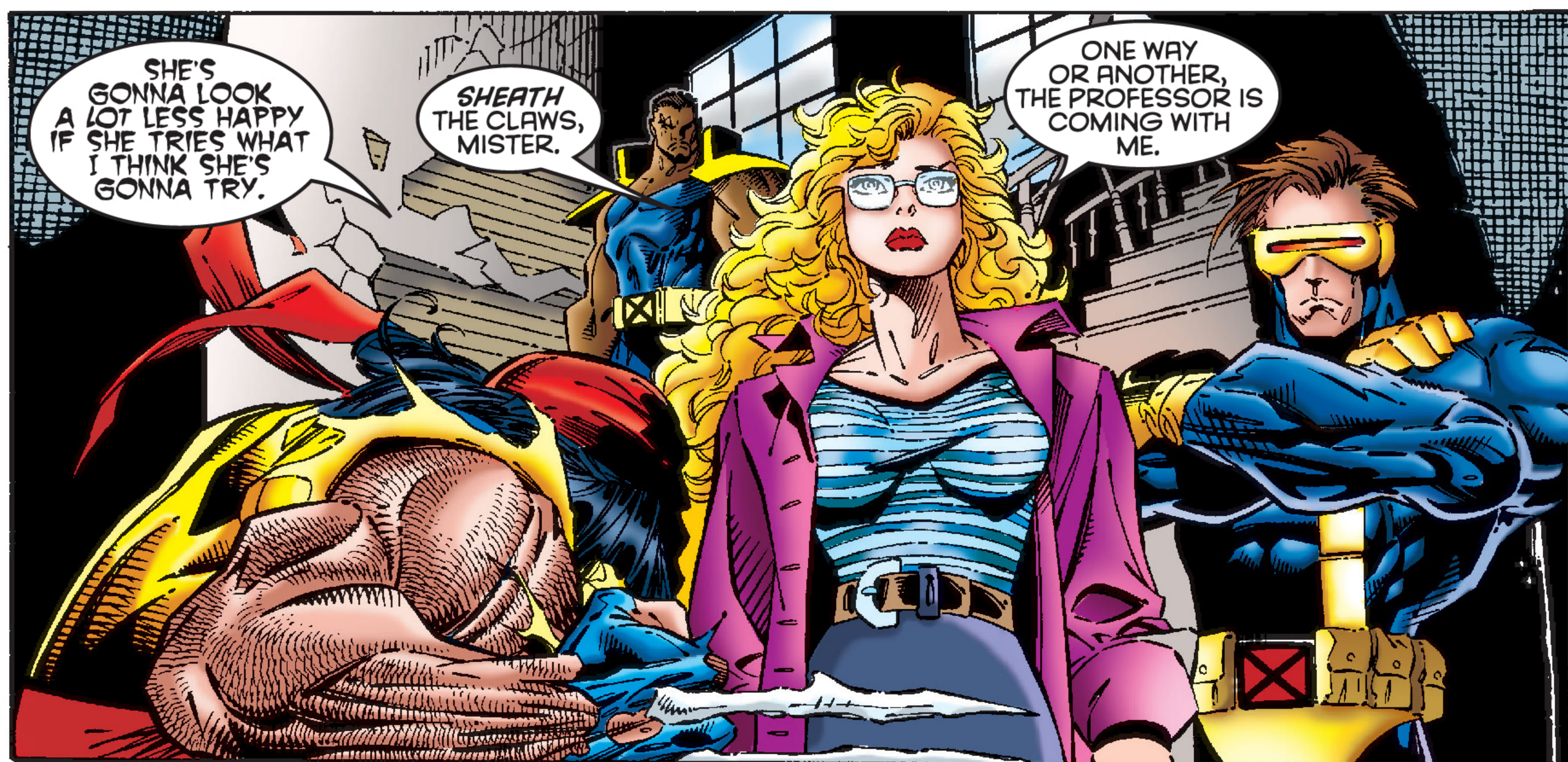
VAL?

ICEMAN.

NICE DO.

MY HAIR ALWAYS CURLS UNLESS I DRY IT WHEN I GET OUT OF THE SHOWER.

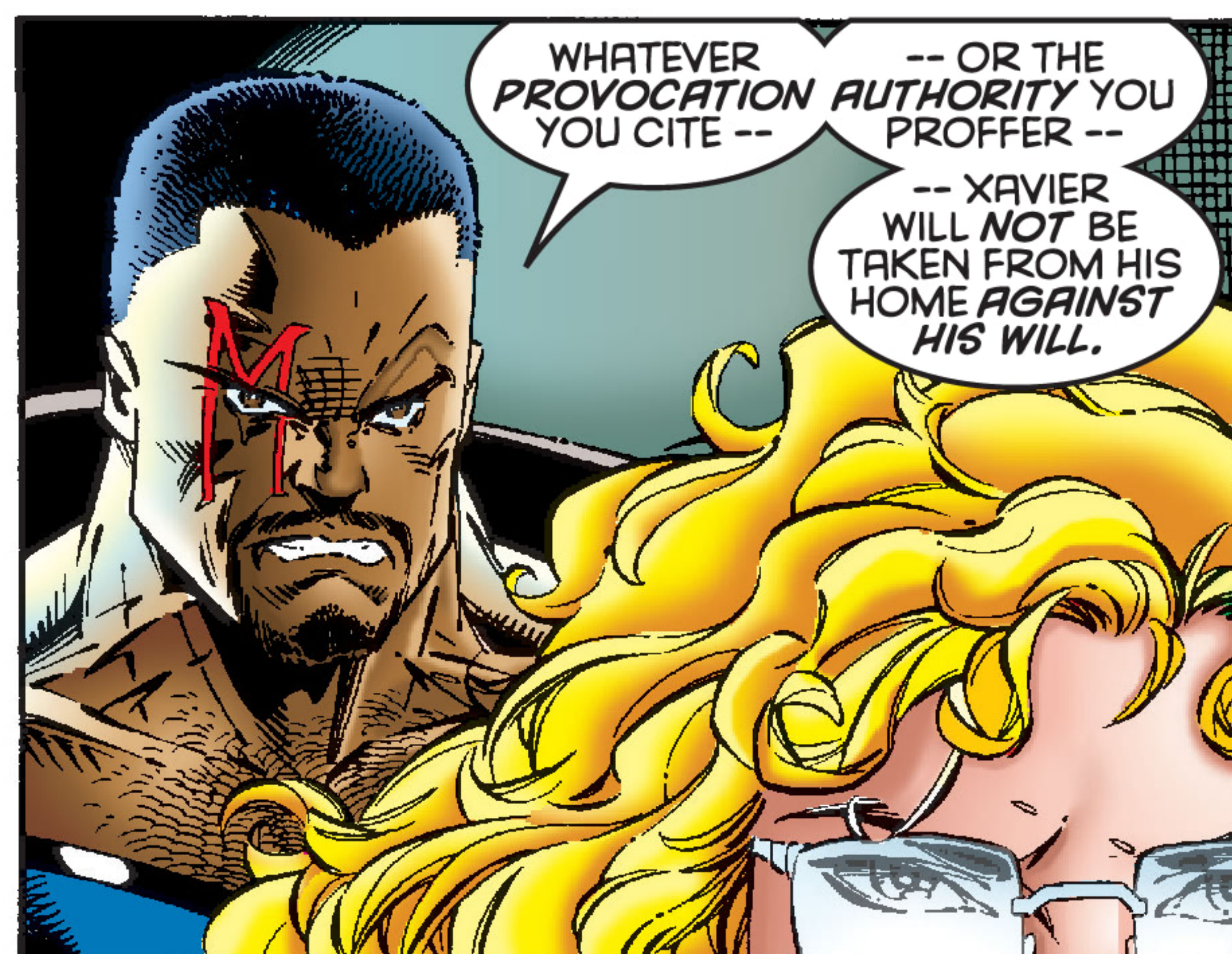
AND THE TRADEMARKED GRIMACE?



SHE'S GONNA LOOK A LOT LESS HAPPY IF SHE TRIES WHAT I THINK SHE'S GONNA TRY.

SHEATH THE CLAWS, MISTER.

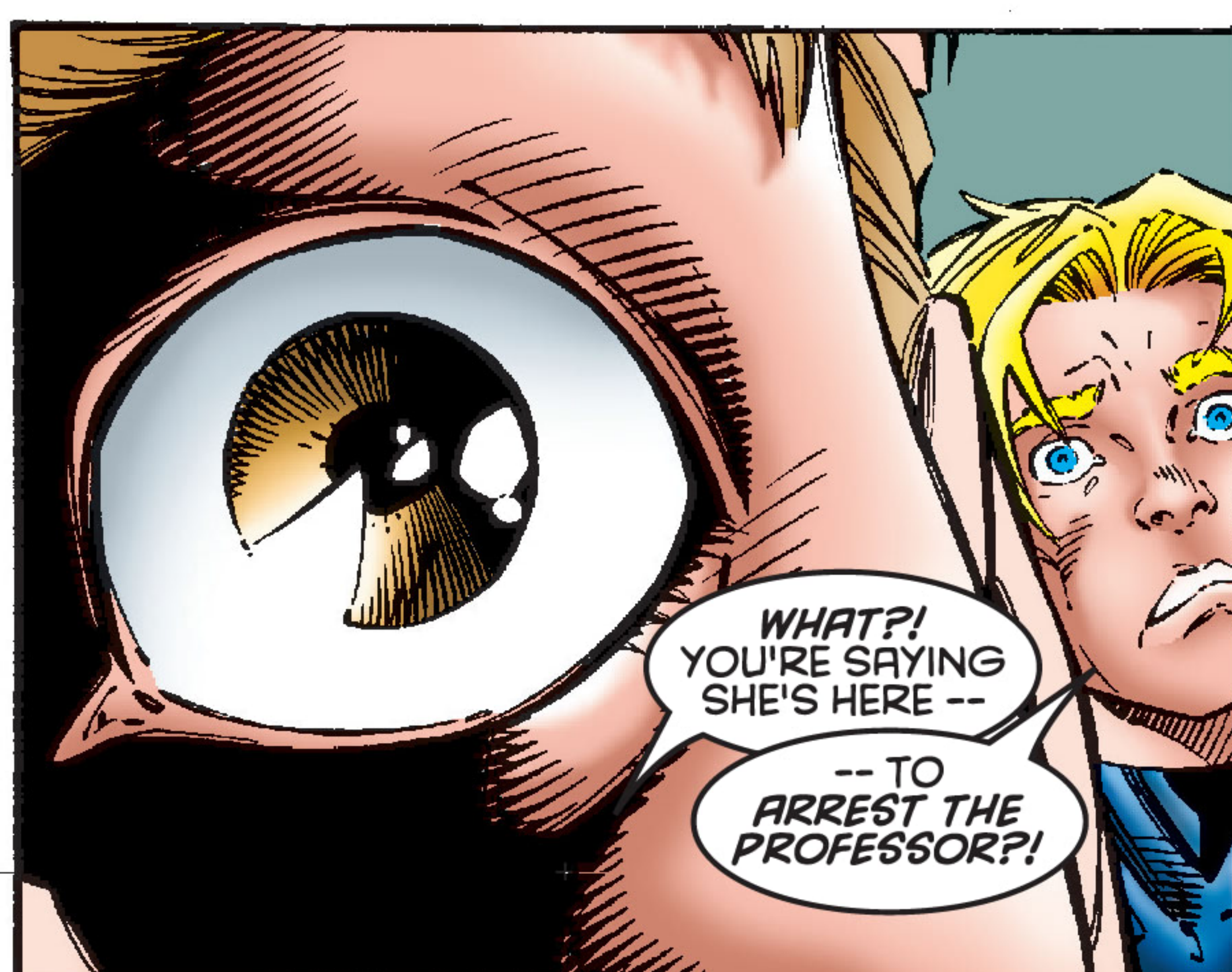
ONE WAY OR ANOTHER, THE PROFESSOR IS COMING WITH ME.



WHATEVER PROVOCATION AUTHORITY YOU CITE --

-- OR THE

-- XAVIER WILL NOT BE TAKEN FROM HIS HOME AGAINST HIS WILL.



WHAT?! YOU'RE SAYING SHE'S HERE --

-- TO ARREST THE PROFESSOR?!

AT EASE,
WOLVERINE...
BISHOP.

THANK
YOU,
CYCLOPS.

I
KNEW *YOU* --
AT LEAST -- WOULD
LISTEN TO
REASON.

ACTUALLY,
VAL, THERE'S
NOTHING TO
DEBATE.

XAVIER
STAYS.

PERIOD.

IT IS
NOT A TOPIC
OPEN FOR
DISCUSSION.

INDEED.

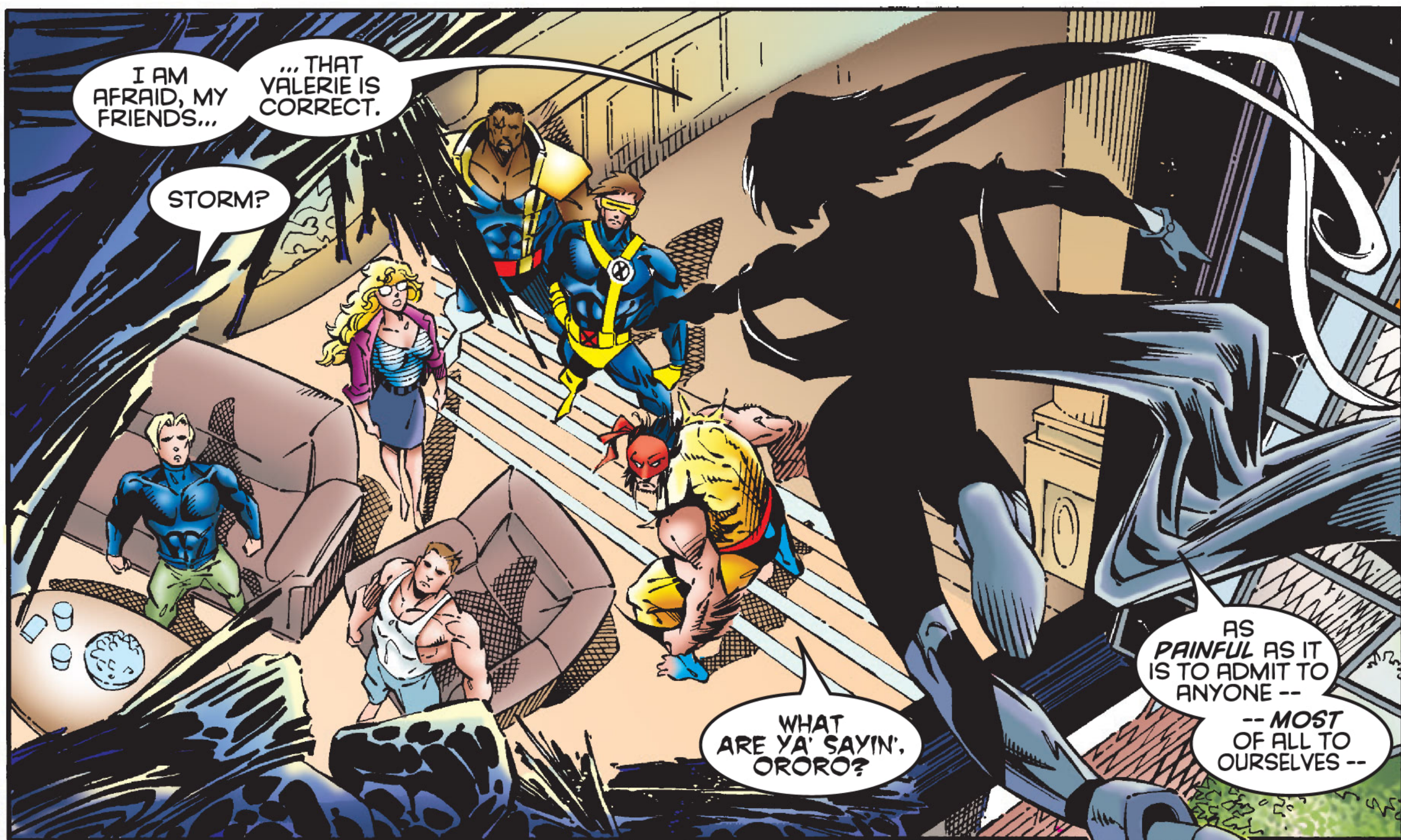
DON'T
LET THE
DOOR HIT YOU
ON THE WAY
OUT.

LOOK,
X-MEN. I'M AS
MUCH FOR TEAM SPIRIT
AND WATCHING EACH
OTHER'S BACK AS THE
NEXT PERSON...

... BUT
YOU'RE BLINDING
YOURSELF TO THE
FACTS OF LIFE... NOT
TO MENTION THE FACTS
OF THE LAST FEW
DAYS.

LIKE IT OR
NOT, I'VE COME
HERE TO TAKE
CHARLES XAVIER
INTO PROTECTIVE
CUSTODY.

FOR HIS
OWN SAKE... AS
WELL AS FOR THE
SAFETY OF THE
REST OF THE
WORLD.



I AM
AFRAID, MY
FRIENDS...

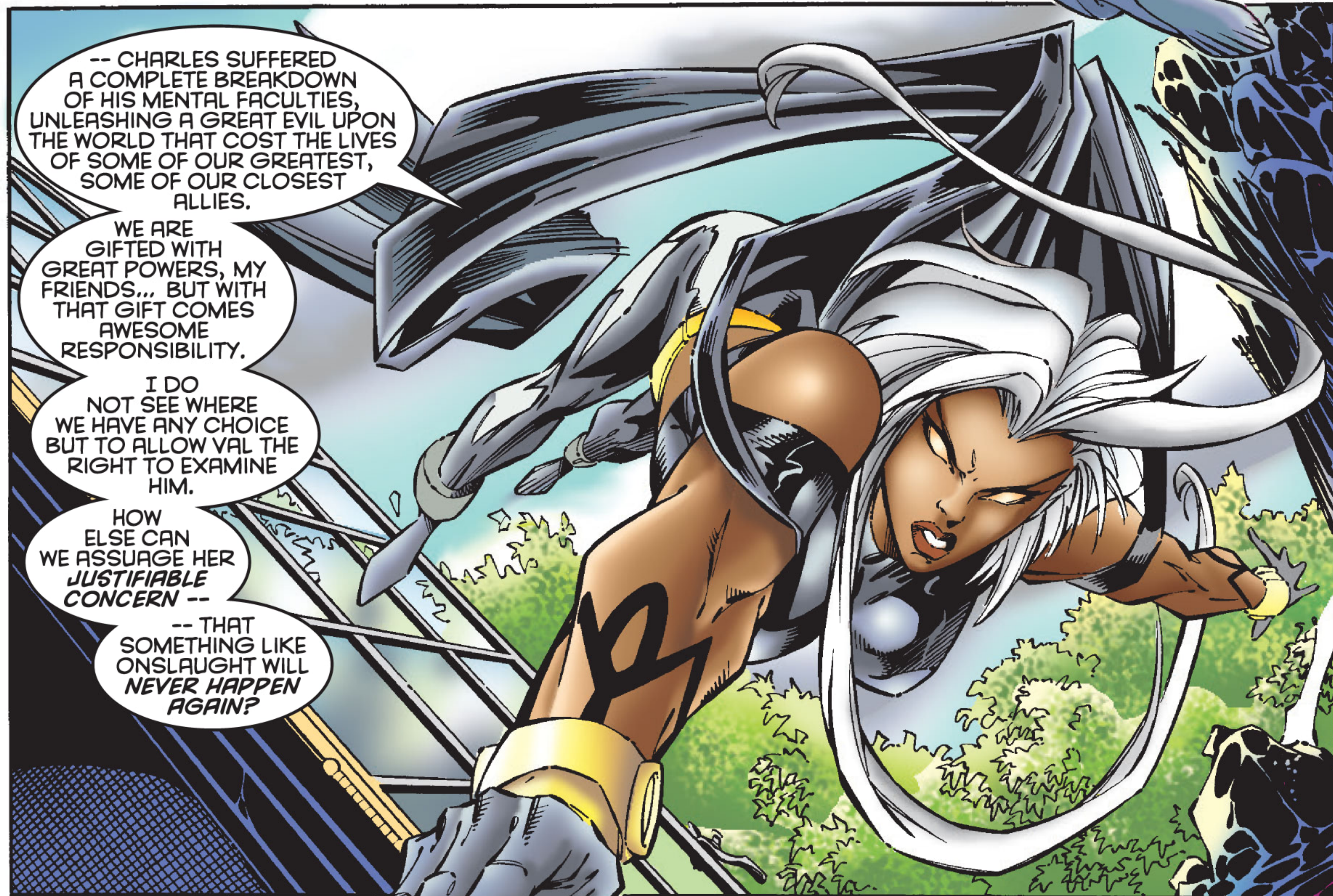
... THAT
VALERIE IS
CORRECT.

STORM?

WHAT
ARE YA' SAYIN',
ORORO?

AS
PAINFUL AS IT
IS TO ADMIT TO
ANYONE --

-- MOST
OF ALL TO
OURSELVES --



-- CHARLES SUFFERED
A COMPLETE BREAKDOWN
OF HIS MENTAL FACULTIES,
UNLEASHING A GREAT EVIL UPON
THE WORLD THAT COST THE LIVES
OF SOME OF OUR GREATEST,
SOME OF OUR CLOSEST
ALLIES.

WE ARE
GIFTED WITH
GREAT POWERS, MY
FRIENDS... BUT WITH
THAT GIFT COMES
AWESOME
RESPONSIBILITY.

I DO
NOT SEE WHERE
WE HAVE ANY CHOICE
BUT TO ALLOW VAL THE
RIGHT TO EXAMINE
HIM.

HOW
ELSE CAN
WE ASSUAGE HER
JUSTIFIABLE
CONCERN --

-- THAT
SOMETHING LIKE
ONSLAUGHT WILL
NEVER HAPPEN
AGAIN?



SHE'S GOT A
POINT.

WE'VE
JUST BEEN
AFRAID TO
ADMIT
IT.

YER
FORGETTIN'
SOMETHING,
'RO.

THE X-MEN
TAKE CARE
O'THEIR OWN,
DARLIN'.

SWIFT

ALWAYS
HAVE, ALWAYS
WILL.

AT THAT
MOMENT...

IN MANHATTAN,
SPECIFICALLY,
GREENWICH
VILLAGE.

WASHINGTON
SQUARE PARK...

... THE X-MAN KNOWN
AS THE BEAST MIGHT
AS WELL BE A WORLD
AWAY FROM THE DEBATE
THAT RAGES AT HOME.

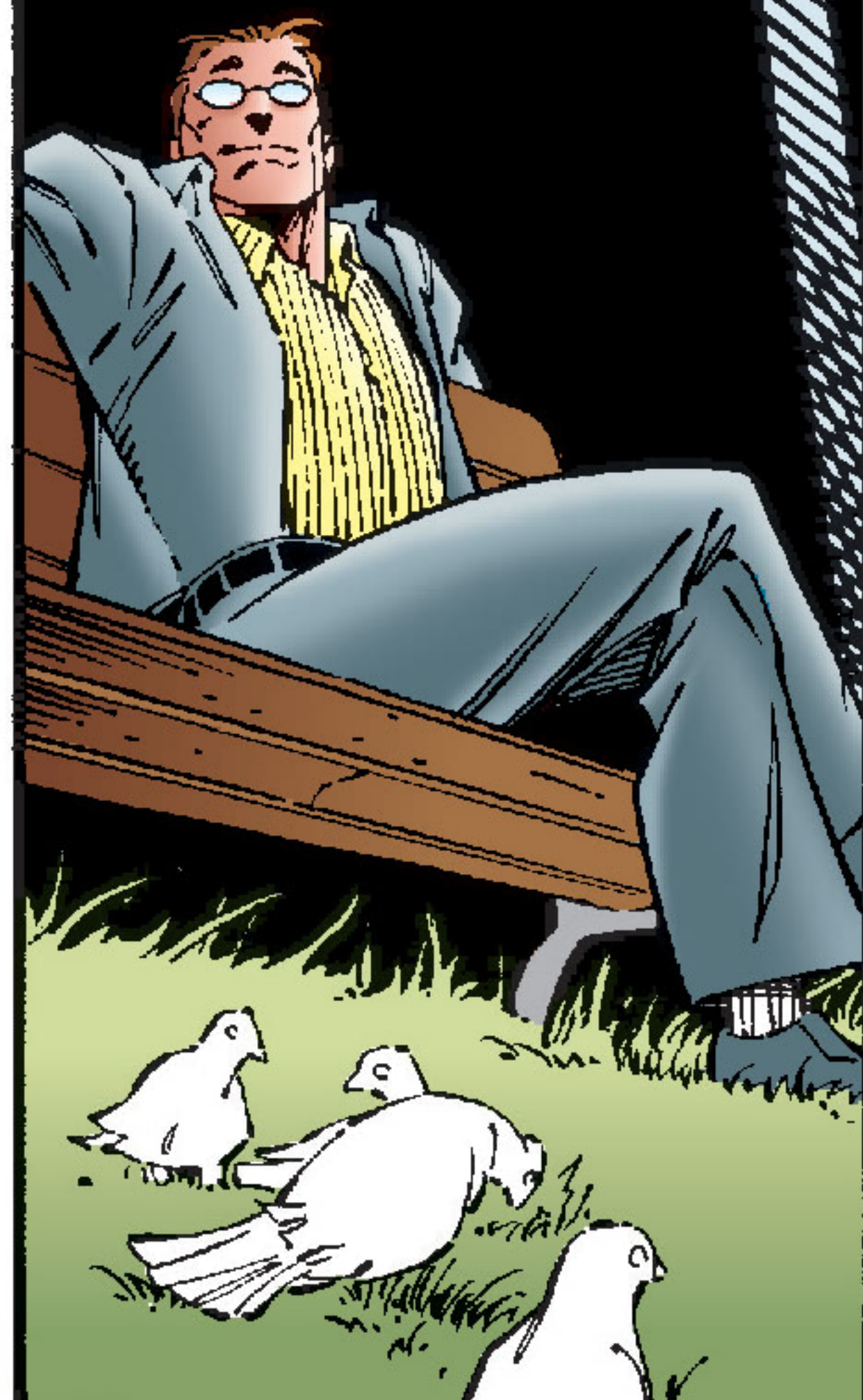
MAYBE IT'S THE
WARM SUMMER
DAY.

MAYBE IT'S THE
IMAGE INDUCER
WHICH HIDES HIS
BLUE FURRED
SKIN.

OR MAYBE IT'S
JUST BECAUSE
Dr. HENRY
McCOY IS...

... FREE.

SPLENDIFEROUS.

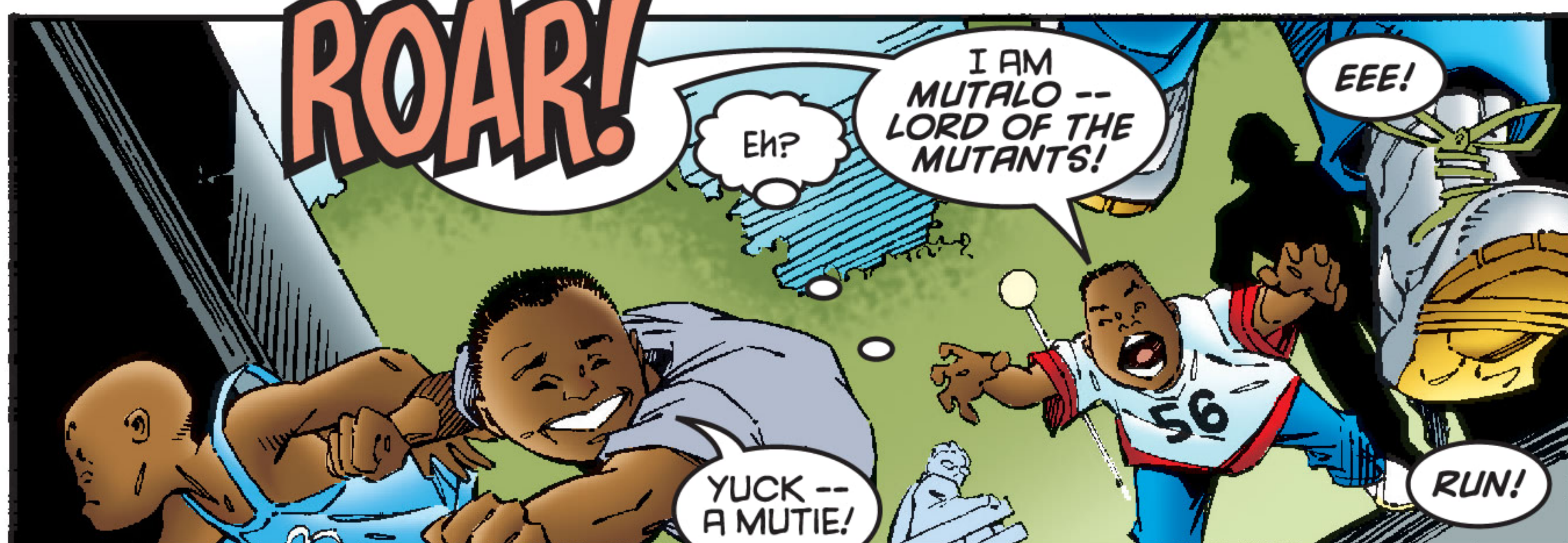


IT'S THE
ONLY APPROPRIATE
APPELLATION WHICH
COMES TO MIND
WHEN --

-- WHEN
DESCRIBING
THE CITY, AND THE
POPULACE PLACED
HERE, POST-
ONSLAUGHT.

WELL,
THAT... AND
RESILIENT.

ROAR!



I AM
MUTALO --
LORD OF THE
MUTANTS!

EEE!

RUN!

YUCK --
A MUTIE!



NO ONE
CAN FLEE THE
FEARSOME
FANGS
OF --

OOW!

PRETENDING TO
BE A MUTANT IS VILE
AND DISGUSTING,
MONTE!

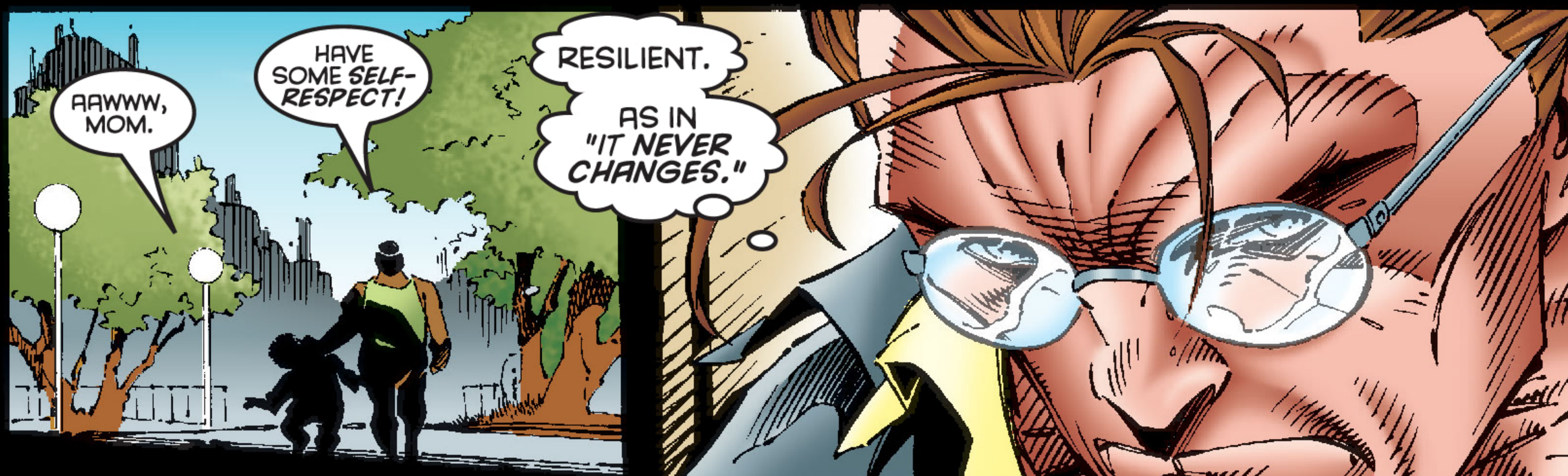
AND
I WON'T
HAVE IT!

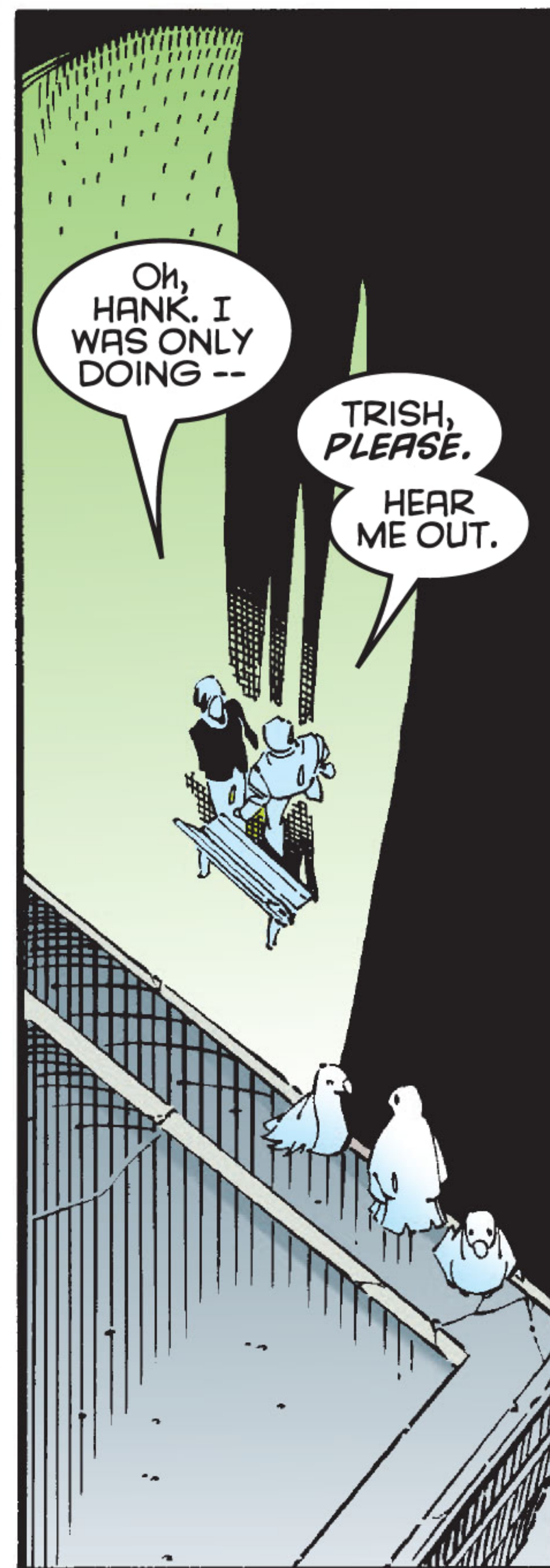
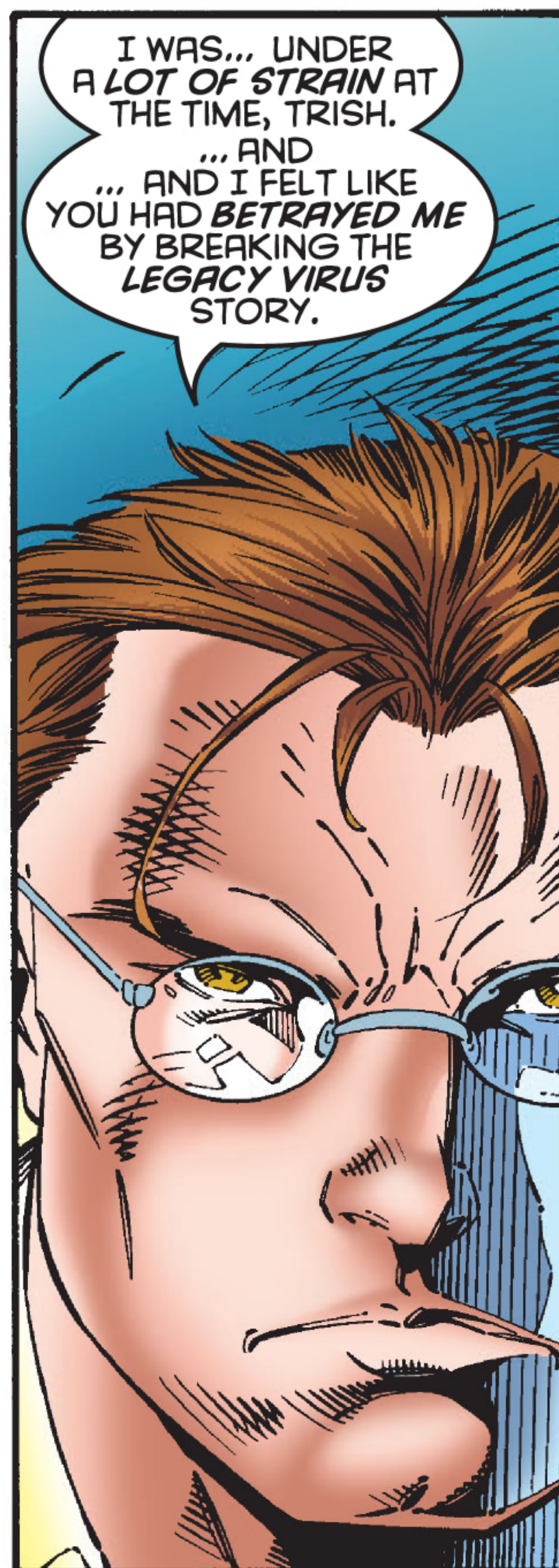
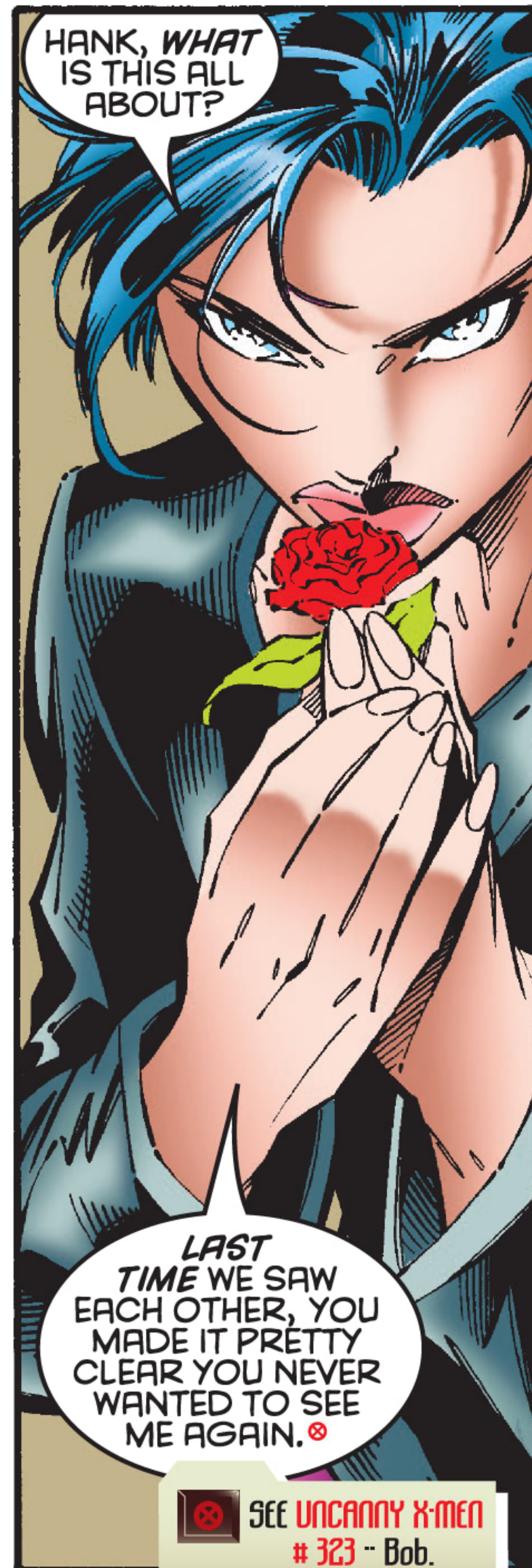
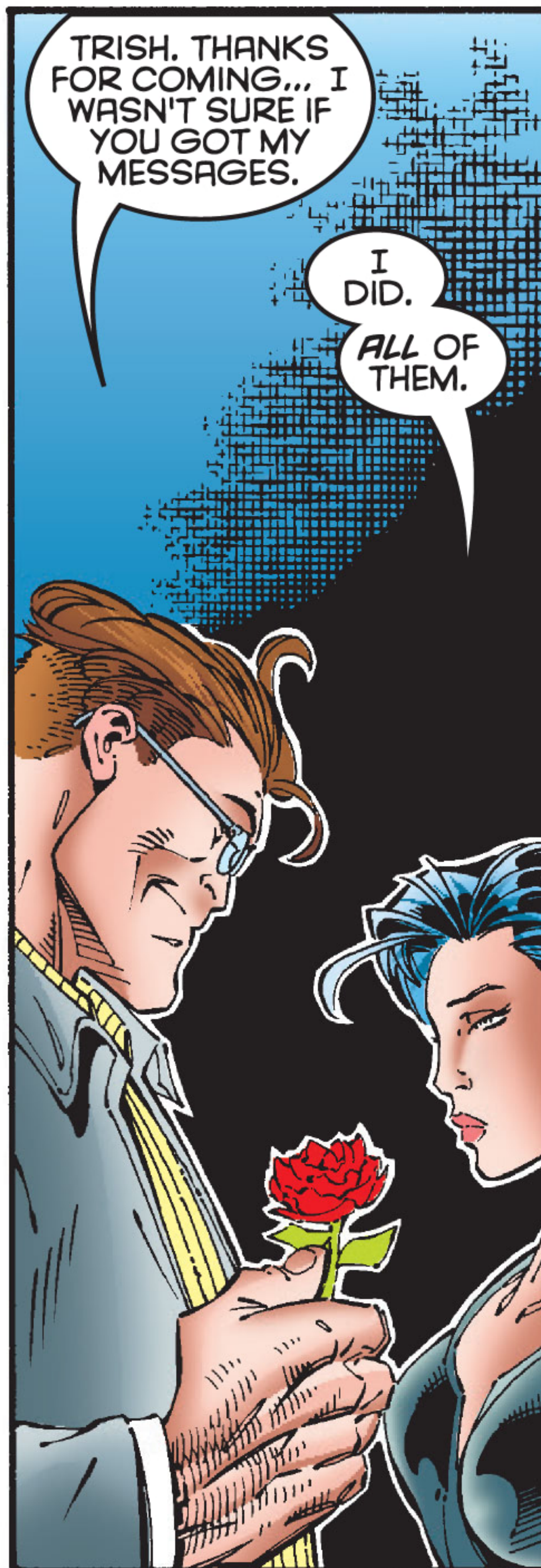
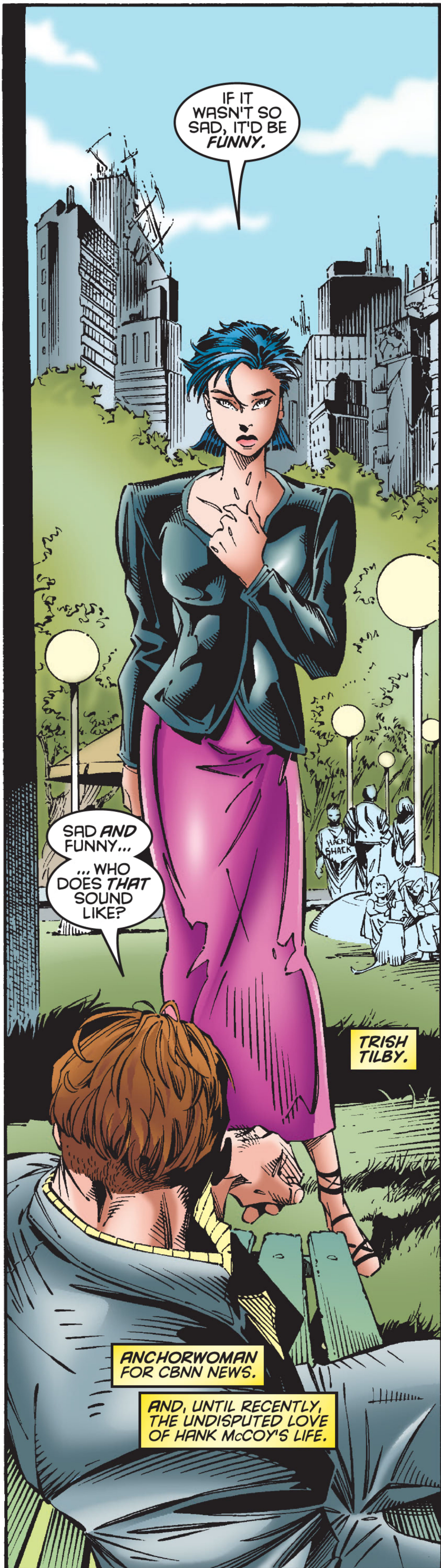
RAWWW,
MOM.

HAVE
SOME SELF-
RESPECT!

RESILIENT.

AS IN
"IT NEVER
CHANGES."





SOMETHING HAPPENED TO ME, RECENTLY.

ACTUALLY, I WAS KIDNAPPED AND HELD PRISONER BY A NEFARIOUS DOPPELGÄNGER FROM ANOTHER TIMELINE WHO THEN PROCEEDED TO IMPERSONATE ME FOR WEEKS.

BUT THAT'S BESIDE THE POINT. SUFFICE IT TO SAY I WAS IN A... SITUATION... WHERE I FOUND MYSELF WITH A LOT OF TIME TO THINK.

AND THINK.

AND THEN, TO THINK SOME MORE.

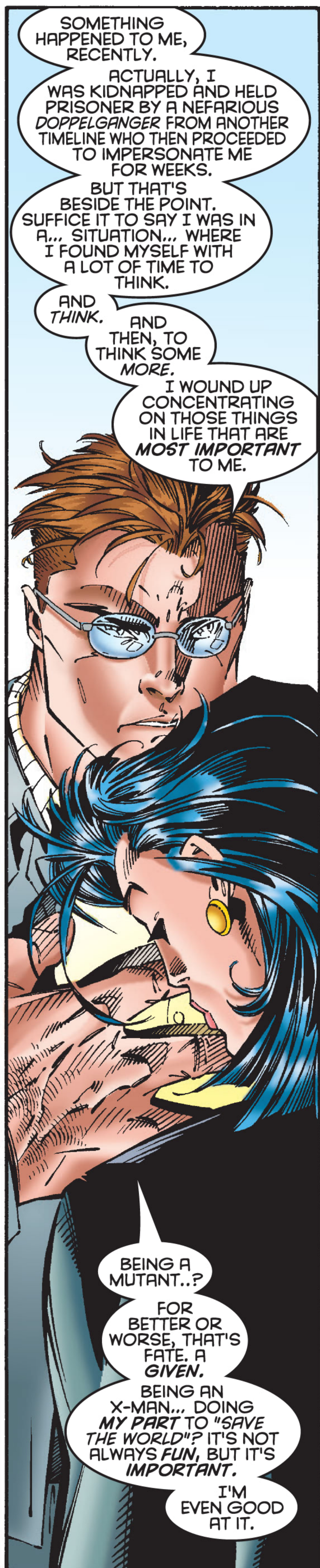
I WOUND UP CONCENTRATING ON THOSE THINGS IN LIFE THAT ARE MOST IMPORTANT TO ME.

BEING A MUTANT..?

FOR BETTER OR WORSE, THAT'S FATE. A GIVEN.

BEING AN X-MAN... DOING MY PART TO "SAVE THE WORLD"? IT'S NOT ALWAYS FUN, BUT IT'S IMPORTANT.

I'M EVEN GOOD AT IT.

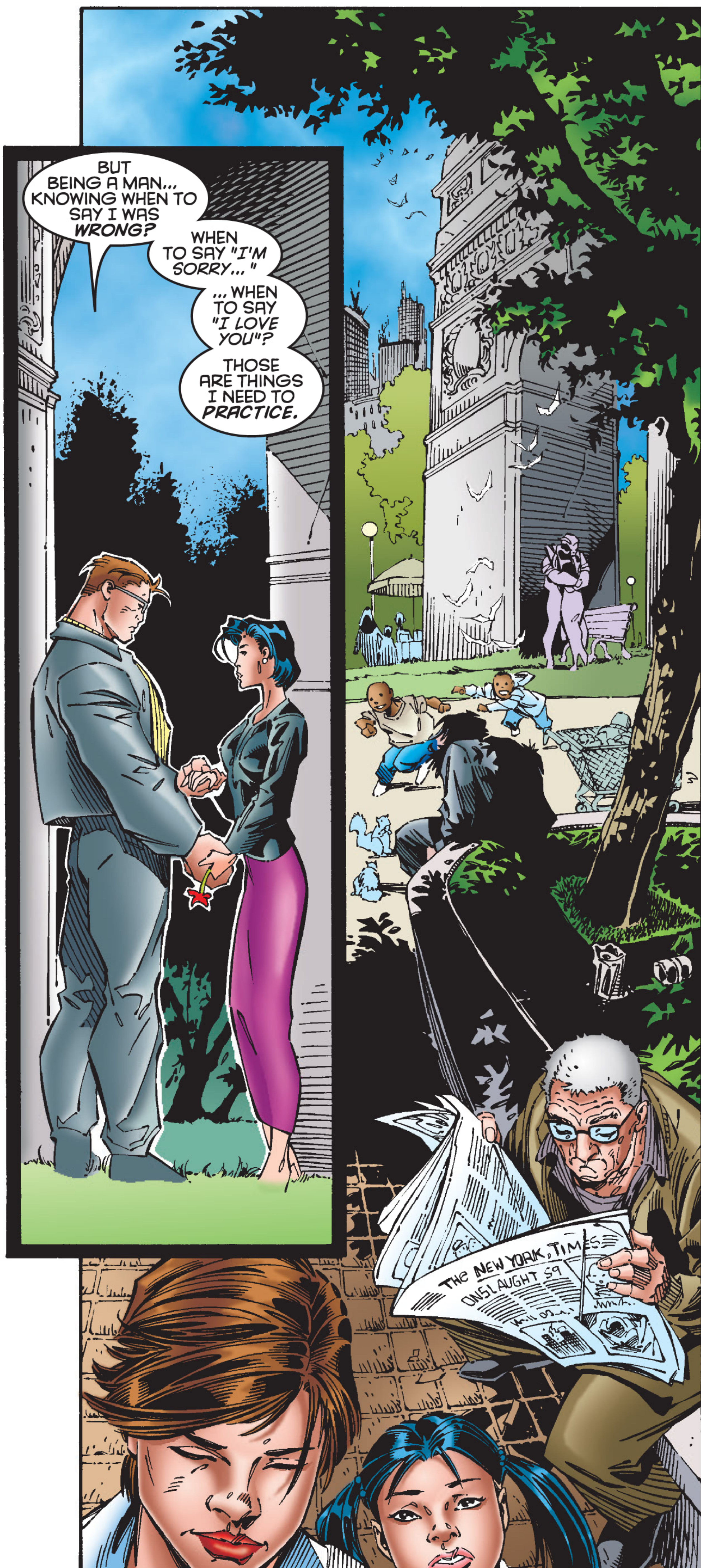
A close-up comic panel showing Cyclops (Scott Summers) with his red visor and Jean Grey with her blue hair. They are looking at each other with serious expressions. Cyclops is on the left, and Jean is on the right, slightly behind him.

BUT BEING A MAN... KNOWING WHEN TO SAY I WAS *WRONG*?

WHEN TO SAY "I'M SORRY..."

... WHEN TO SAY "I LOVE YOU"?

THOSE ARE THINGS I NEED TO PRACTICE.

A comic panel showing Cyclops and Jean Grey in a park setting. Cyclops is holding Jean's hand, and they are both looking at each other. In the background, there are trees, a building, and other people. In the foreground, there is a close-up of Jean's face, looking down with a sad expression. To the right, there is a close-up of an older man reading a newspaper titled "THE NEW YORK TIMES" with the headline "ONSLAUGHT '99".

WESTCHESTER.

IF WE'RE EACH GETTING THE OPPORTUNITY TO VOICE OUR *OPINIONS* ON *WHAT* TO DO ABOUT THE PROFESSOR...

... I HAVE TO AGREE WITH STORM, WITH VAL.

JEAN?

I WAS *INSIDE CHARLES' MIND*. I EXPERIENCED HIS *TRAUMA* FIRSTHAND.

AS A *PSI*, I CAN TELL YOU THAT IT MAY BE *YEARS* BEFORE THE PROFESSOR IS ABLE TO SEPARATE WHICH WERE *HIS* THOUGHTS AND MEMORIES AND MOTIVATIONS --

-- FROM THOSE *CREATED* BY ONSLAUGHT.

FOR A *MUTANT* WHOSE POWER IS THE *VERY STRENGTH* OF HIS *MIND*...

... THE *AFTEREFFECT* MUST BE *DEVASTATING*.

IN ITS OWN WAY, IT'S *WORSE* THAN DEATH.

BELIEVE ME.



LOOK, GUYS... I'M THE PROF'S BIGGEST FAN --

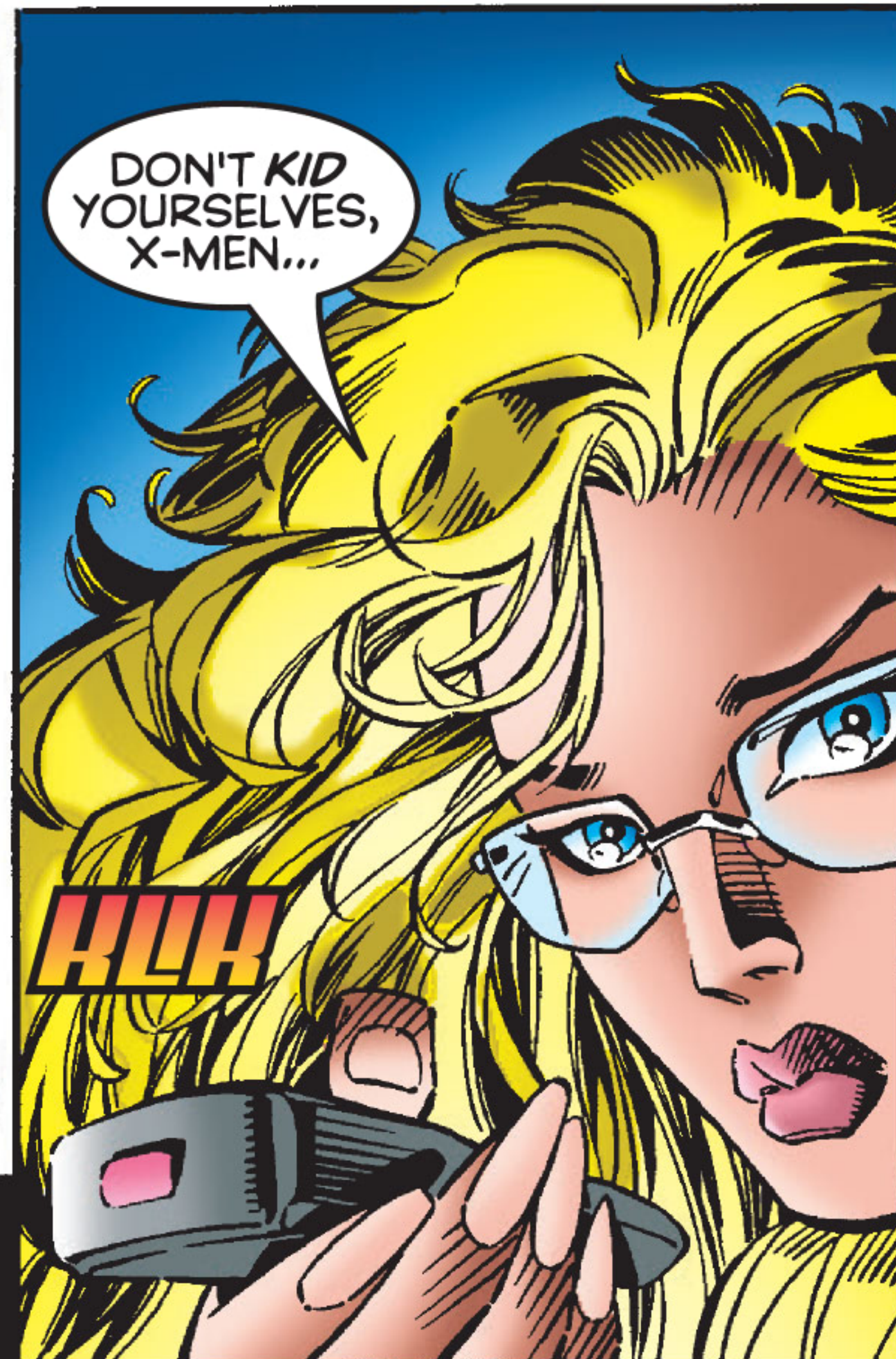
-ACHEM-

I AM. BUT... WHAT IF...

... WHAT IF IT HAPPENS AGAIN?



NO REASON TO ASK THAT QUESTION, DRAKE...



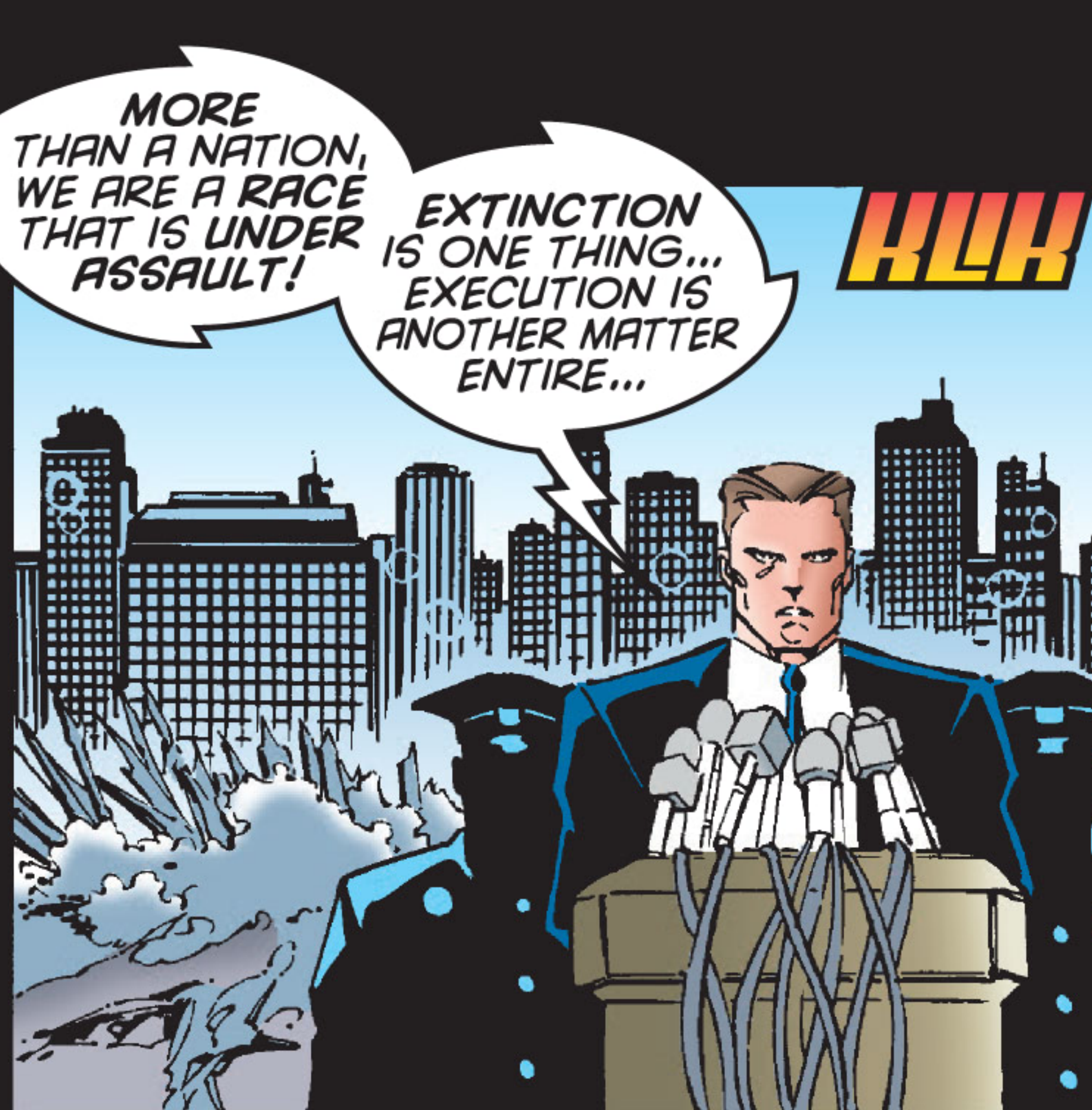
DON'T KID YOURSELVES, X-MEN...

KLK



... EXPERTS BELIEVE IT WILL BE WELL INTO THE NEXT DECADE BEFORE THE DAMAGE DONE TO NEW YORK...

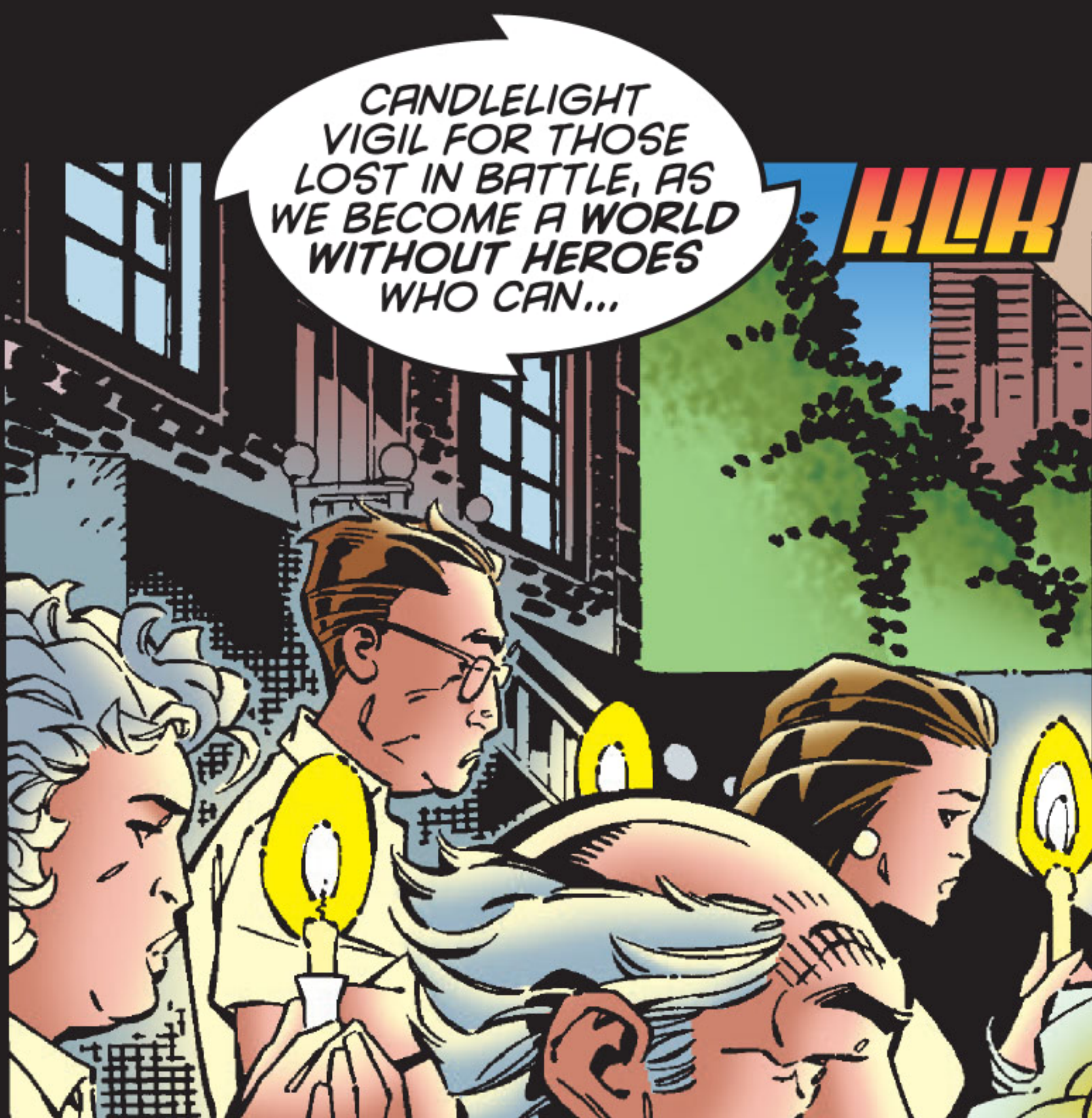
KLK



MORE THAN A NATION, WE ARE A RACE THAT IS UNDER ASSAULT!

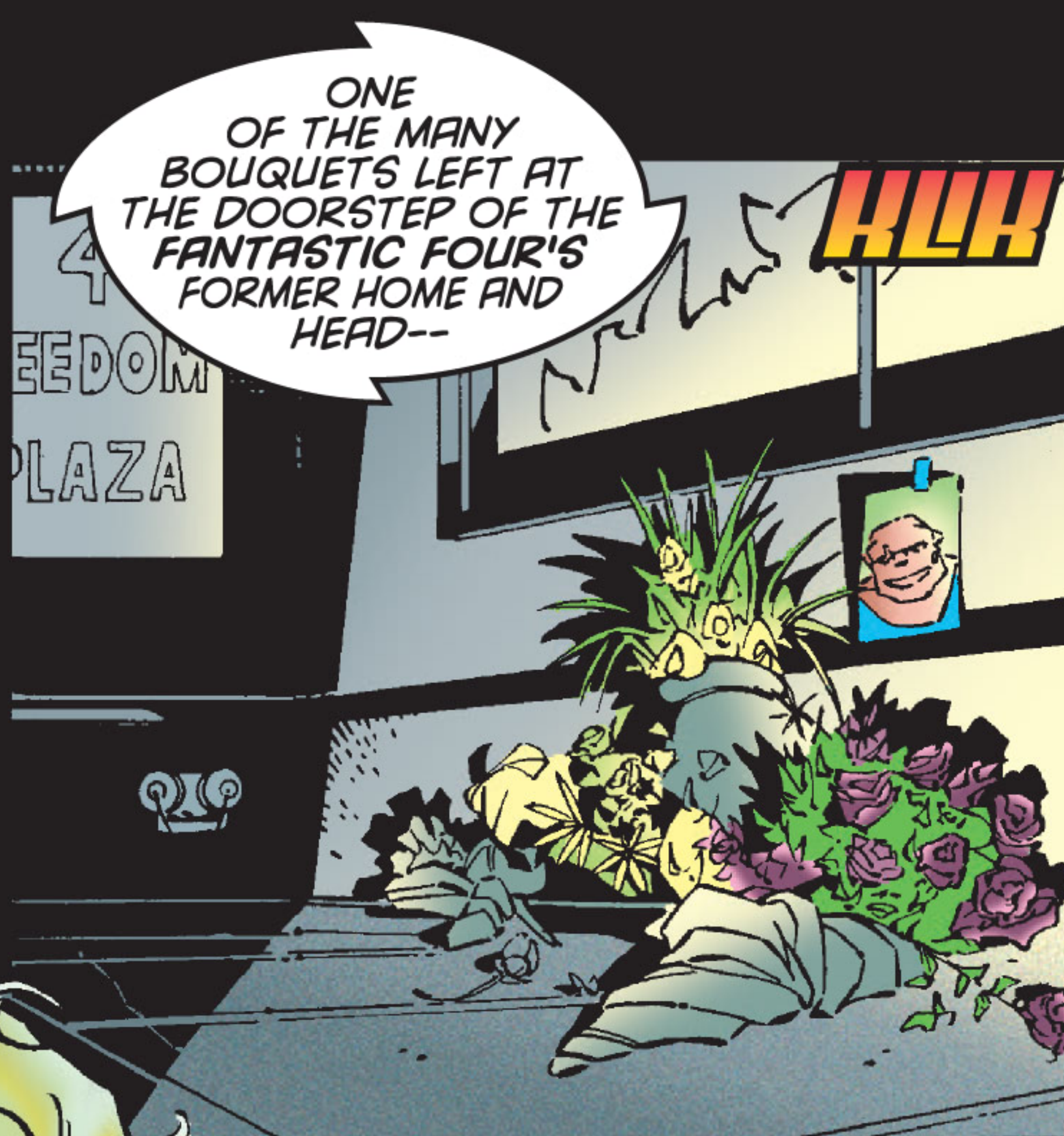
EXTINCTION IS ONE THING... EXECUTION IS ANOTHER MATTER ENTIRE...

KLK



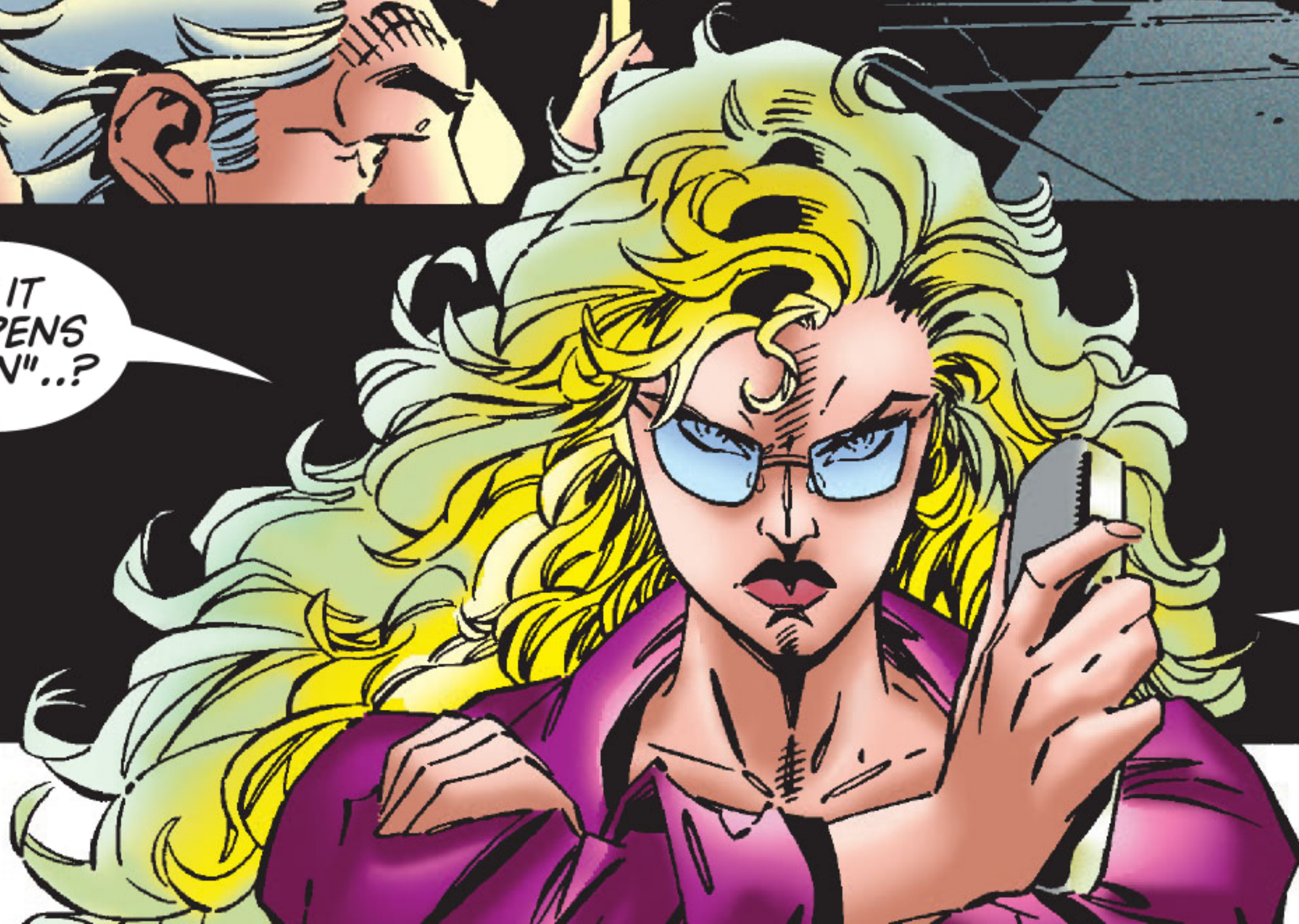
CANDLELIGHT VIGIL FOR THOSE LOST IN BATTLE, AS WE BECOME A WORLD WITHOUT HEROES WHO CAN...

KLK



ONE OF THE MANY BOUQUETS LEFT AT THE DOORSTEP OF THE FANTASTIC FOUR'S FORMER HOME AND HEAD--

KLK



"IF IT HAPPENS AGAIN" ..?

... NONE OF US WILL SURVIVE.

AT THAT
MOMENT...

... HIGH ABOVE
THE STREETS OF
MANHATTAN...

WHAT
WAS IT, A
WEEK AGO
NOW...
TWO?

I
WAS IN *THIS*
RESTAURANT
WHEN THE STORY
BROKE. "SENTINELS
EN ROUTE TO
NEW YORK..."

I REMEMBER
SEEING *STORM* AND
CANNONBALL AND
JUST FEELING IN MY
GUT --

-- *THIS* TIME
IT WAS GOING TO
BE WORSE. FOR
EVERYONE.

SOMETIMES
I *HATE* ALWAYS
BEING RIGHT.

J. JONAH
JAMESON --
PUBLISHER OF
THE DAILY
BUGLE?

YOU'RE
LATE.

Mr.
JAMESON,
YOU'VE BEEN
MAKING...
INQUIRIES.

YOU AND
YOUR *PAPER*
HAVE SHOWN AN
UNHEALTHY INTEREST
IN *PRESIDENTIAL*
CANDIDATE
GRAYDON
CREED.

I
REPRESENT
PEOPLE WHO
WOULD LIKE YOU
TO *STOP*.

NOW.

BASTION,
RIGHT?

CORRECT.

IF YOU'RE
TRYING TO *INTIMIDATE*
ME, YOU'RE WASTING
EVERYONE'S
TIME.

I
DON'T DO
SCARED.

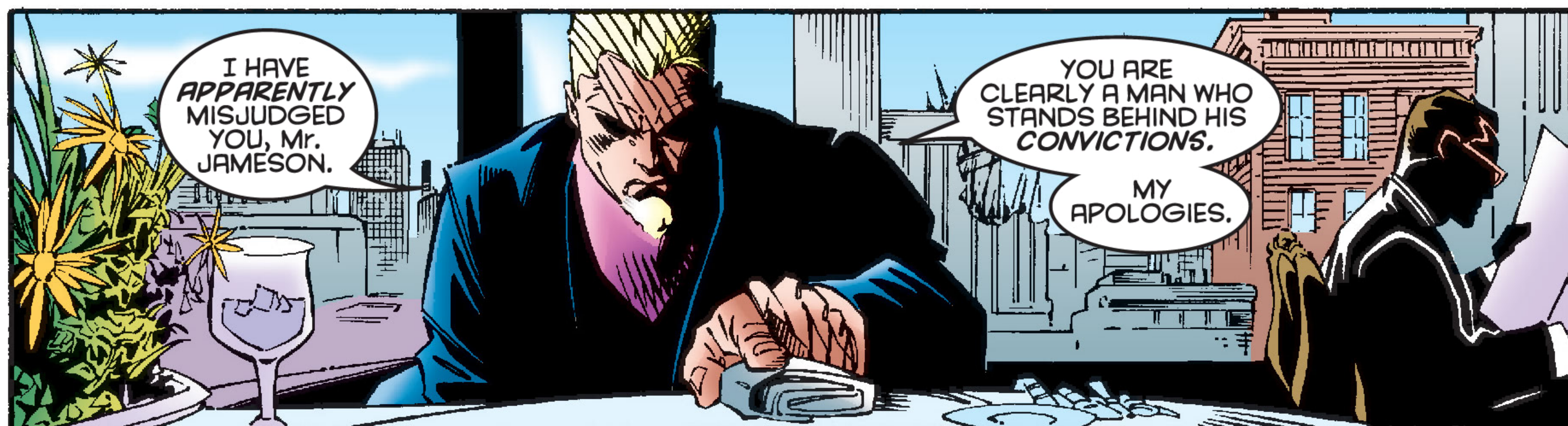
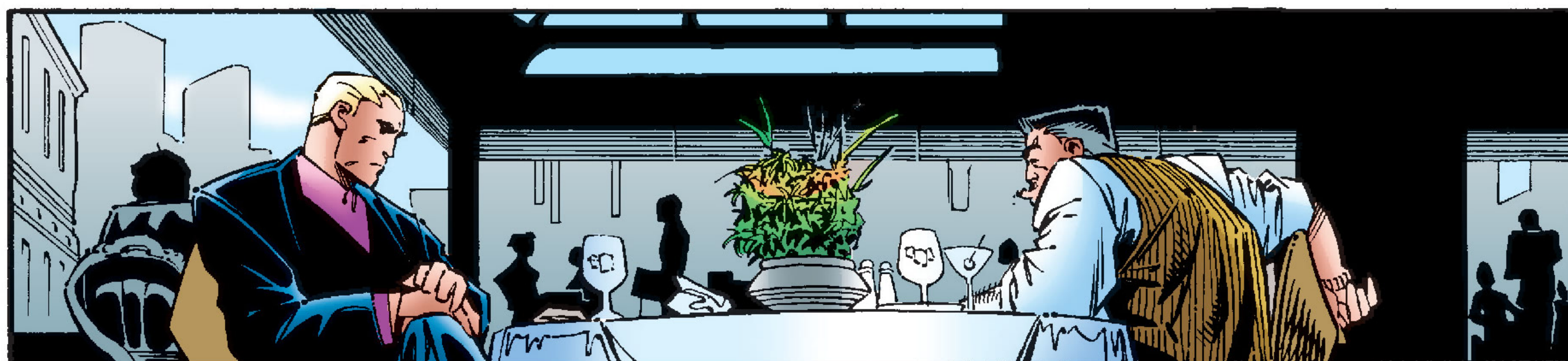
I'M
AWARE OF
THAT.

IN
FACT, I FEEL
COMFORTABLE
SAYING THERE IS
VERY LITTLE I DON'T
KNOW ABOUT
YOU...



HERE.
LEARN
THE REST,
YUTZ.

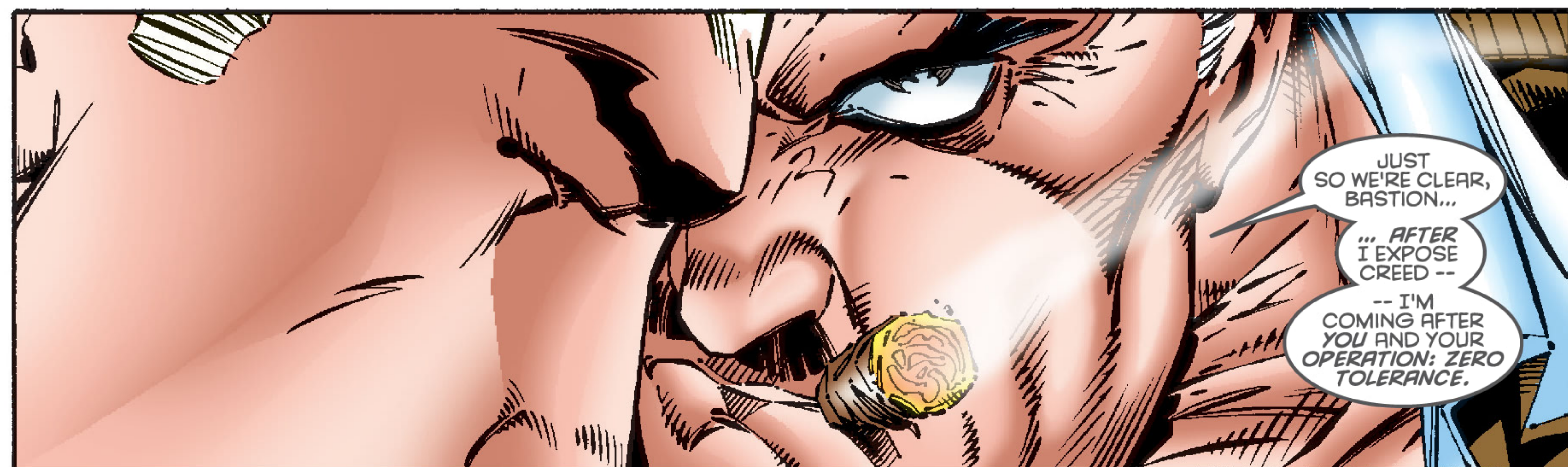
DRIVER'S
LICENSE, CREDIT
CARDS, DATE BOOKS,
MOVIE RENTAL
CARD... IT'S ALL
THERE.



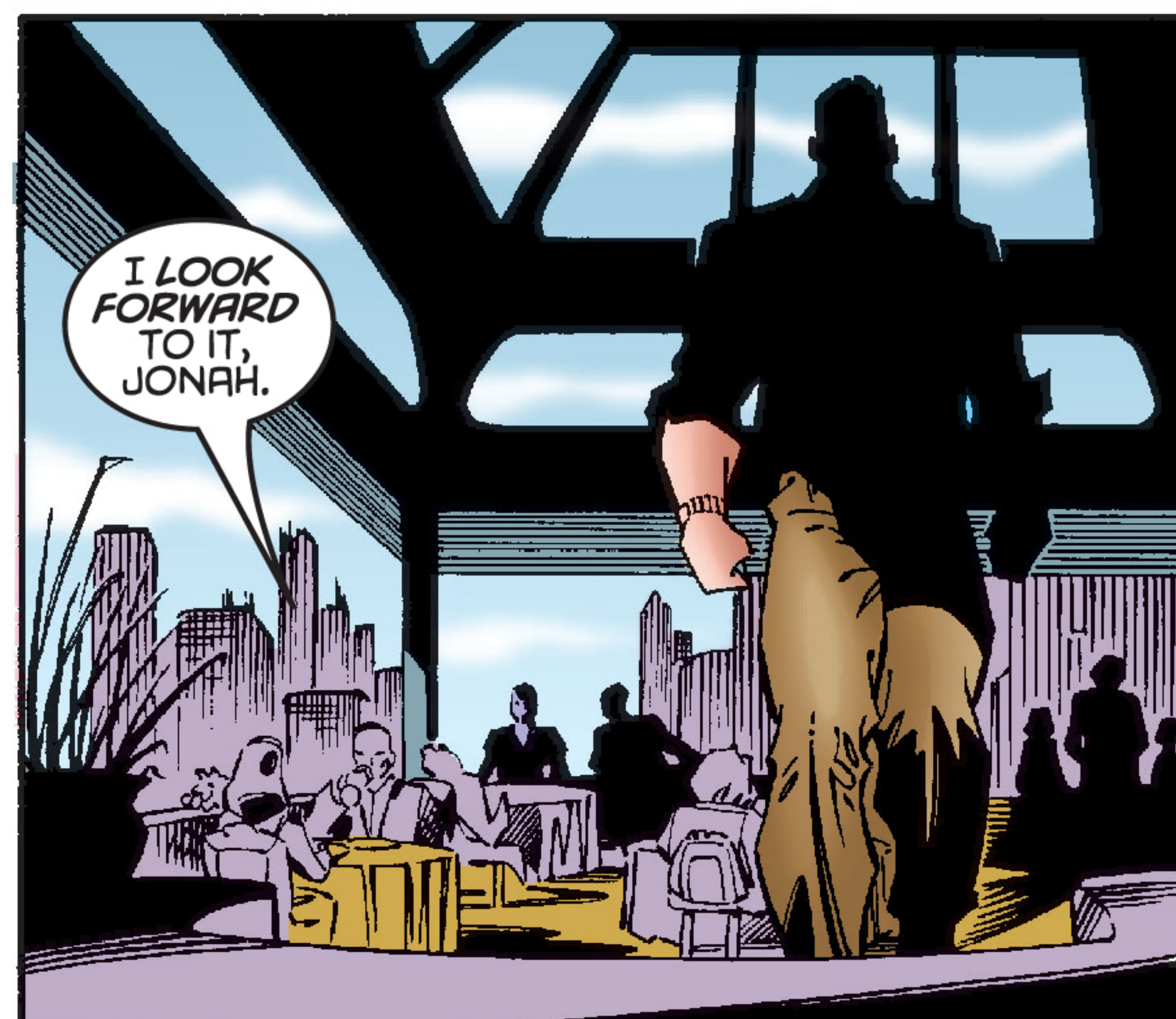
I HAVE
APPARENTLY
MISJUDGED
YOU, Mr.
JAMESON.

YOU ARE
CLEARLY A MAN WHO
STANDS BEHIND HIS
CONVICTIONS.

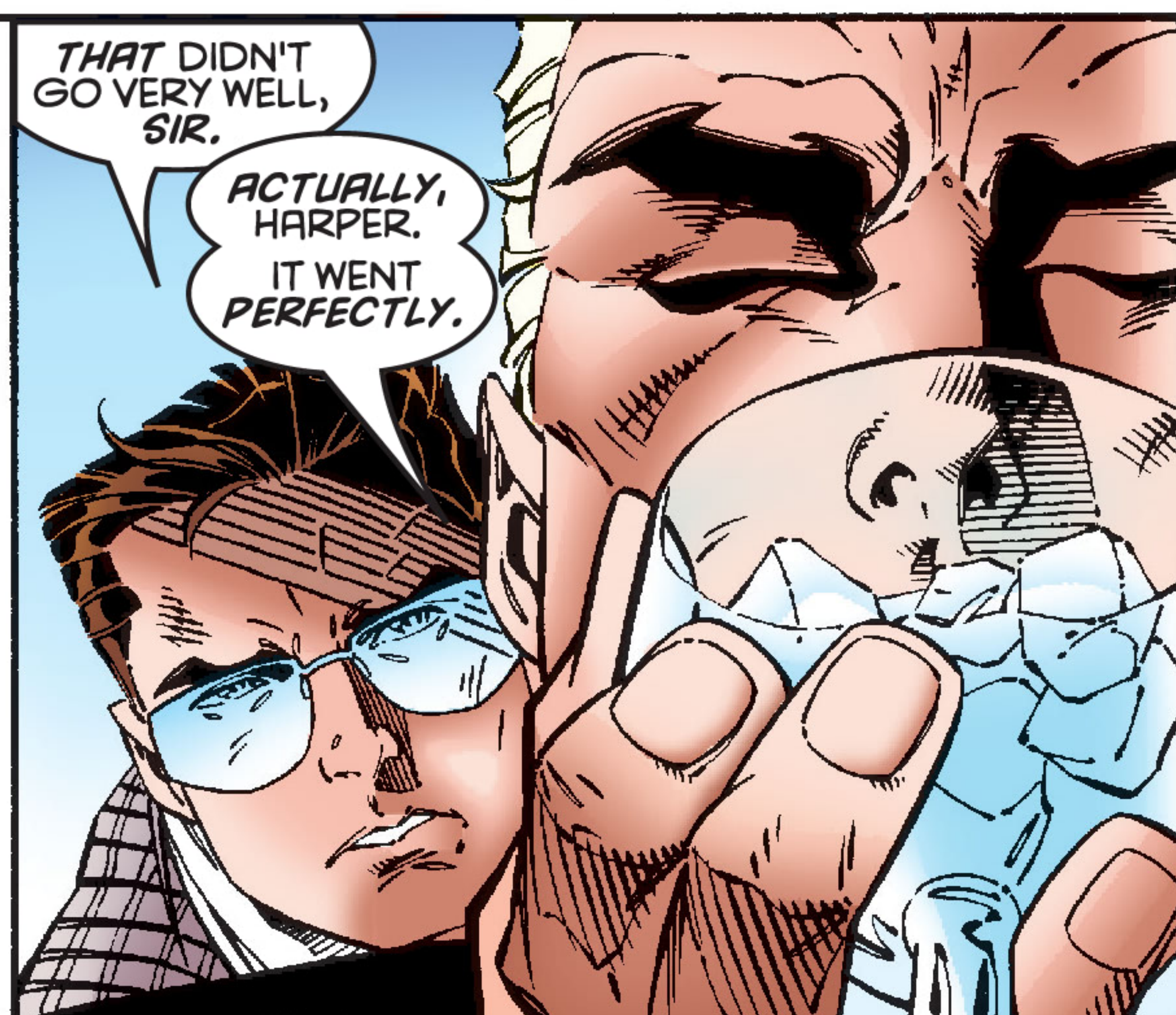
MY
APOLOGIES.



JUST
SO WE'RE CLEAR,
BASTION...
... AFTER
I EXPOSE
CREED --
-- I'M
COMING AFTER
YOU AND YOUR
OPERATION: ZERO
TOLERANCE.



I LOOK
FORWARD
TO IT,
JONAH.



THAT DIDN'T
GO VERY WELL,
SIR.

ACTUALLY,
HARPER.
IT WENT
PERFECTLY.

THE MANSION...

IF I MIGHT BE SO BOLD...
... IT SEEMS TO ME THAT YOU ARE SEEKING TO PUNISH THIS MAN FOR SOMETHING HE DIDN'T DO.

MAGNETO?!

YOU PEOPLE ARE HARBORING... MAGNETO?

WE AIN'T "HARBORING" ANYBODY.

THE KID'S JUST STAYING HERE UNTIL HE GETS HIS HEAD TOGETHER.

VAL DIDN'T SAY ANYTHING ABOUT PUNISHING ANYONE, JOSEPH.

"JOSEPH"? WHO IS JOSEPH?

ALL THE GOVERNMENT IS DOING IS ASKING FOR ASSURANCE THAT THE THREAT OF ONSLAUGHT IS OVER.

I THINK WE OWE THEM THAT.

AND WHAT ABOUT WHAT WE OWE PROFESSOR XAVIER, JEAN?

AND WHAT ABOUT THE DEBT THE WORLD OWES HIM FOR HAVING SAVED THE WORLD A HUNDRED TIMES OVER?

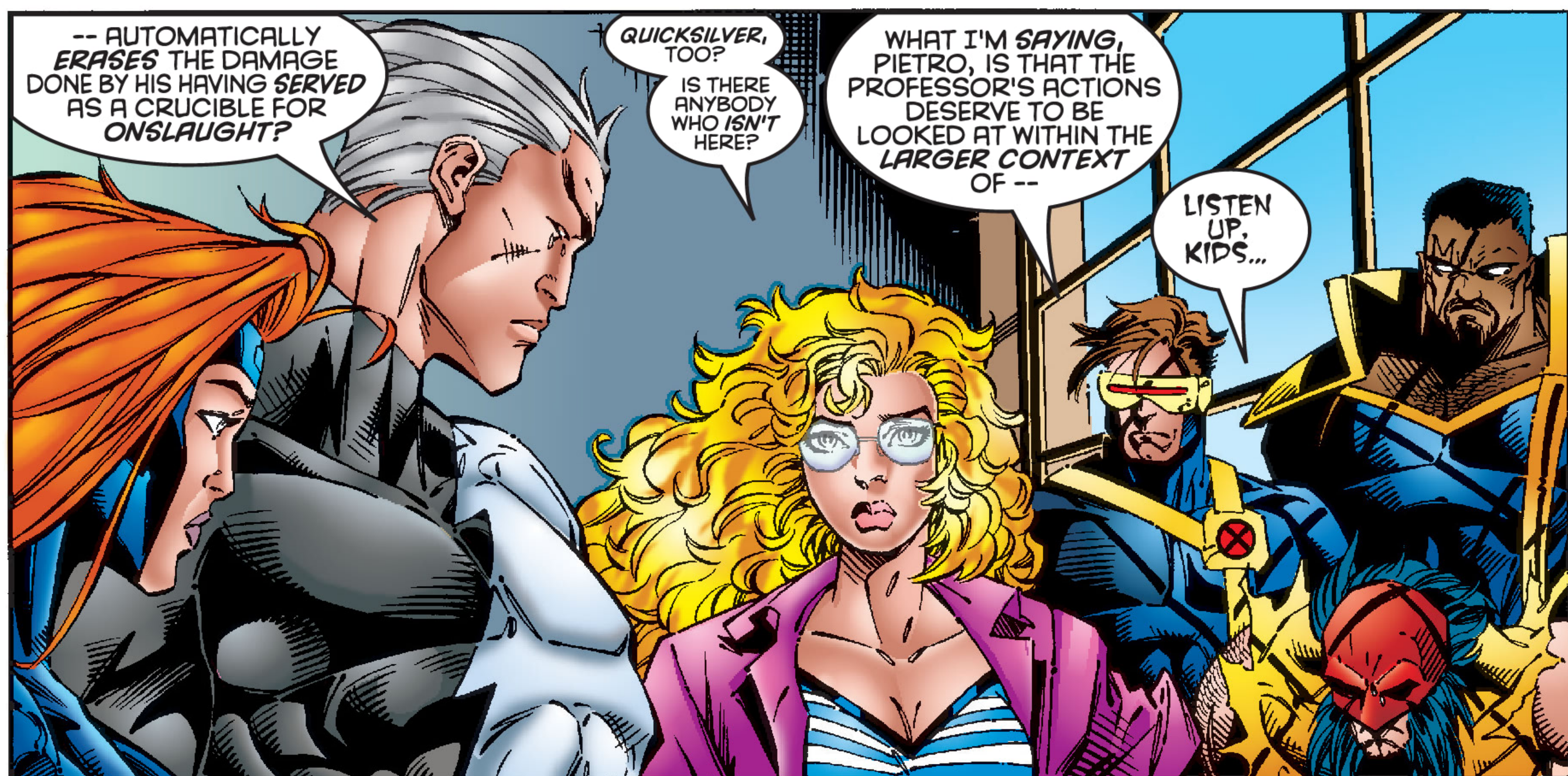
HE'S MADE A LOT OF SACRIFICES OVER THE YEARS --



CYCLOPS. I KNOW YOU CARE FOR XAVIER. HOW COULD YOU NOT -- HE GAVE YOU A HOME AND YOUR LIFE MEANING...

... BUT PERHAPS YOU'RE LETTING YOUR EMOTIONS GET THE BETTER OF YOU.

YOU CANNOT BE SUGGESTING THAT SOMEHOW EVERYTHING XAVIER HAS DONE IN HIS LIFE BEFORE THIS INCIDENT --

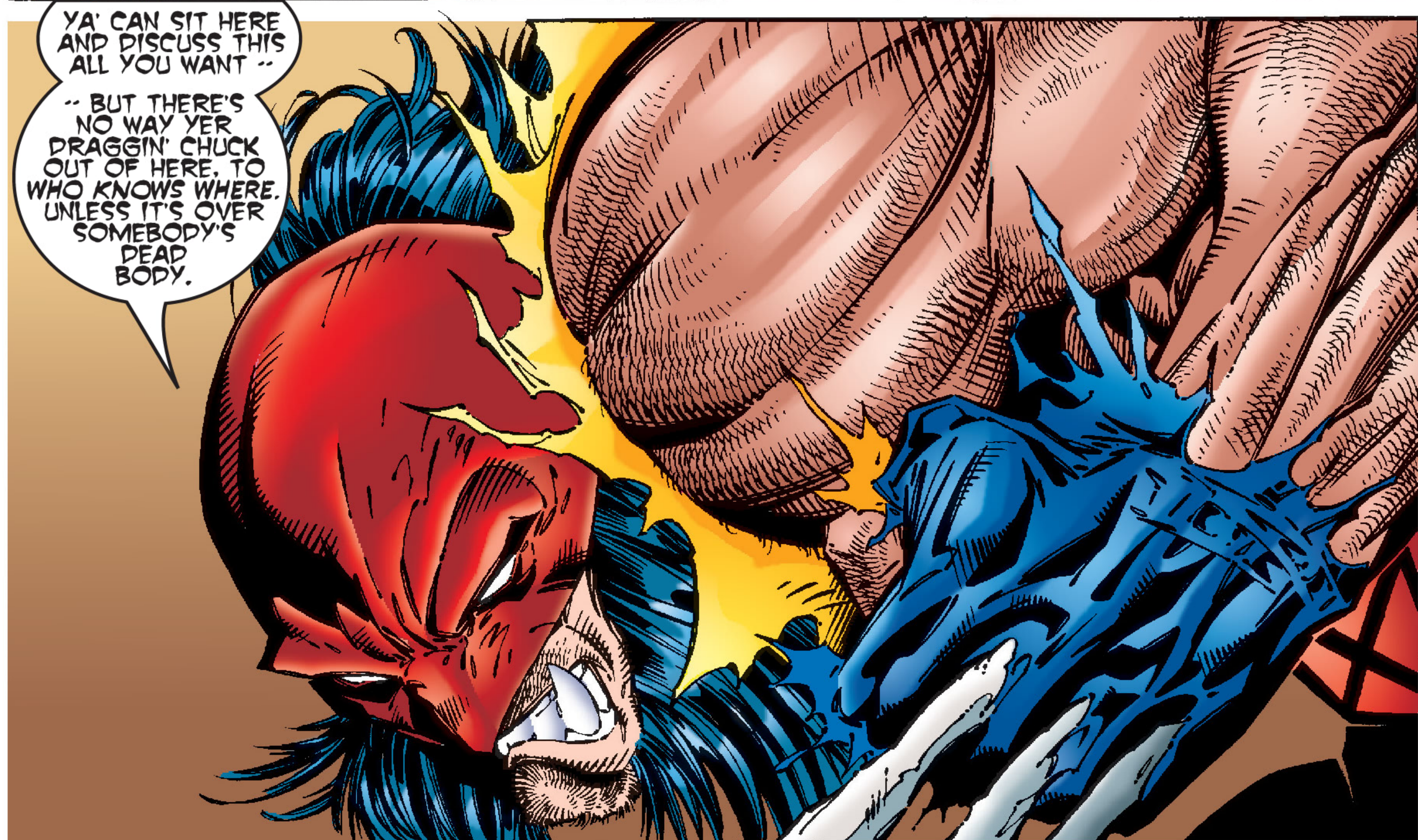


-- AUTOMATICALLY ERASES THE DAMAGE DONE BY HIS HAVING SERVED AS A CRUCIBLE FOR ONSLAUGHT?

QUICKSILVER, TOO? IS THERE ANYBODY WHO ISN'T HERE?

WHAT I'M SAYING, PIETRO, IS THAT THE PROFESSOR'S ACTIONS DESERVE TO BE LOOKED AT WITHIN THE LARGER CONTEXT OF --

LISTEN UP, KIDS...



YA' CAN SIT HERE AND DISCUSS THIS ALL YOU WANT --

-- BUT THERE'S NO WAY YER DRAGGIN' CHUCK OUT OF HERE, TO WHO KNOWS WHERE. UNLESS IT'S OVER SOMEBODY'S DEAD BODY.

AND HAVE I SUDDENLY
BECOME SO OLD AND
INFIRMED THAT I HAVE
NO SAY IN ANY OF
THIS..?

PROFESSOR,
SIR, WE WEREN'T
TRYING TO MAKE
YOUR DECISIONS
FOR YOU. WE
WERE --

YOU WERE
ONLY TRYING TO
PROTECT ME, SCOTT...
THE SAME WAY I'VE
TRIED TO PROTECT
ALL OF YOU OVER
THE YEARS.

QUITE A
QUANDARY WE
HAVE HERE,
ACTUALLY.

IN
MANY WAYS,
THE X-MEN WERE
CREATED IN PART
TO PROTECT THE
WORLD FROM
DANGERS
POSED BY
MUTANTS.

NOW
HERE I AM... THE
MAN WHO FOUNDED
THE X-MEN... POSING
POTENTIALLY THE
GREATEST THREAT
OF ALL.

NONETHELESS,
YOU ARE DETERMINED
TO STAND BY
ME.

I
WANT YOU TO
KNOW THAT IT'S
APPRECIATED.

AND
UNNECESSARY.



I AGREE WITH Dr. COOPER.

WHA --?!

...?!

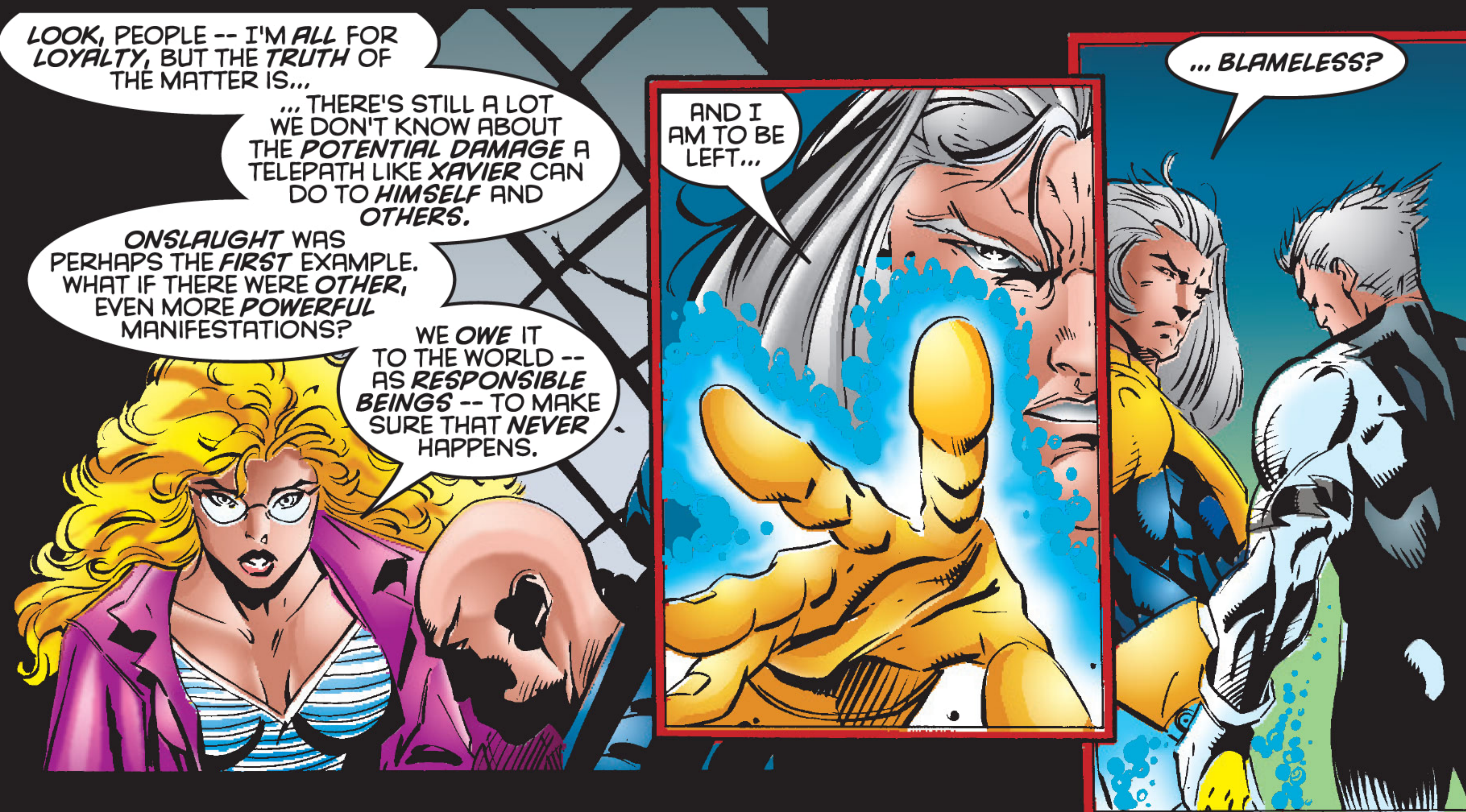


WE WON'T STAND HERE AND SEE YOU TAKEN AWAY AGAINST YOUR WILL, SIR!

NONE OF US WILL, CHUCK! WE'LL FIGHT EVERY --

BISHOP, WOLVERINE, YOU HEARD HIM. LET IT GO.

HE'S MADE HIS OWN CHOICE.



LOOK, PEOPLE -- I'M ALL FOR LOYALTY, BUT THE TRUTH OF THE MATTER IS...

... THERE'S STILL A LOT WE DON'T KNOW ABOUT THE **POTENTIAL DAMAGE** A TELEPATH LIKE **XAVIER** CAN DO TO **HIMSELF** AND **OTHERS**.

ONSLAUGHT WAS PERHAPS THE **FIRST** EXAMPLE. WHAT IF THERE WERE **OTHER**, EVEN MORE **POWERFUL** MANIFESTATIONS?

WE OWE IT TO THE WORLD -- AS **RESPONSIBLE BEINGS** -- TO MAKE SURE THAT **NEVER** HAPPENS.

AND I AM TO BE LEFT...

... BLAMELESS?

YES, JOSEPH, YOU HAVE BEEN GIVEN A **SECOND CHANCE**. MAKE THE BEST OF IT. BUT I -- I HAVE DONE THINGS IN THE PAST SEVERAL MONTHS, WHICH I **SHOULD** NOT HAVE DONE.

THINGS THAT I WILL **SOMEDAY** BE CALLED ON TO ANSWER FOR -- BOTH IN MY **HEART**, AS WELL AS A **COURT OF LAW**.

AFTER EVERYTHING I **PUT YOU THROUGH** -- AFTER THE **DAMAGE** I'VE DONE TO ALL WE'VE **WORKED TO ACCOMPLISH...**



I... DON'T KNOW HOW MUCH OF WHAT I'M **ABOUT** TO SAY CAN **MEAN** NOW...

... BUT I WANT YOU TO KNOW THAT I COULD NOT BE ANY **MORE PROUD** OF **EACH** AND **EVERY ONE** OF YOU.



WE HAVE **AWESOME** POWERS, MY X-MEN. IT IS OUR **BIRTHRIGHT...** AND, PERHAPS, OUR **BURDEN**.

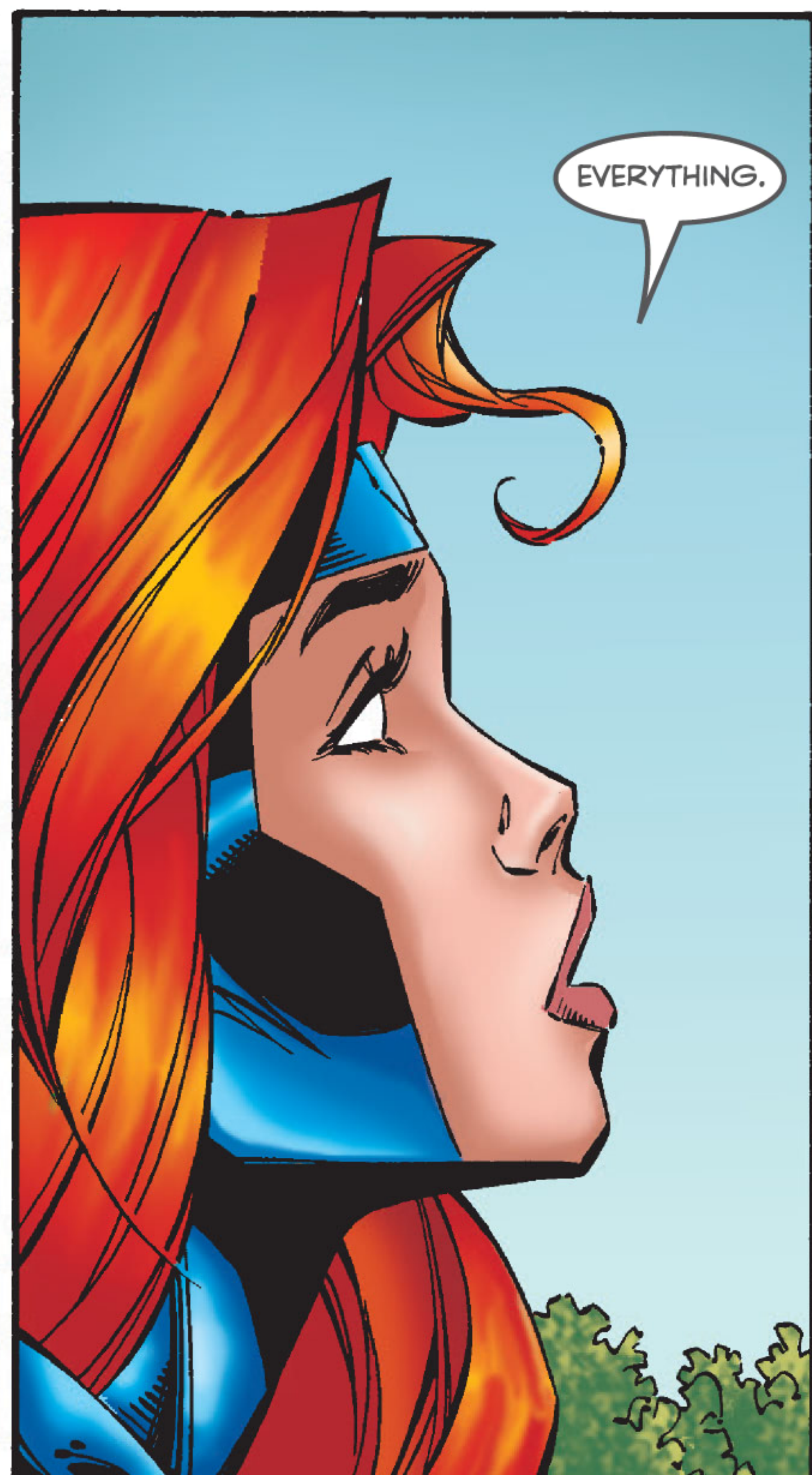
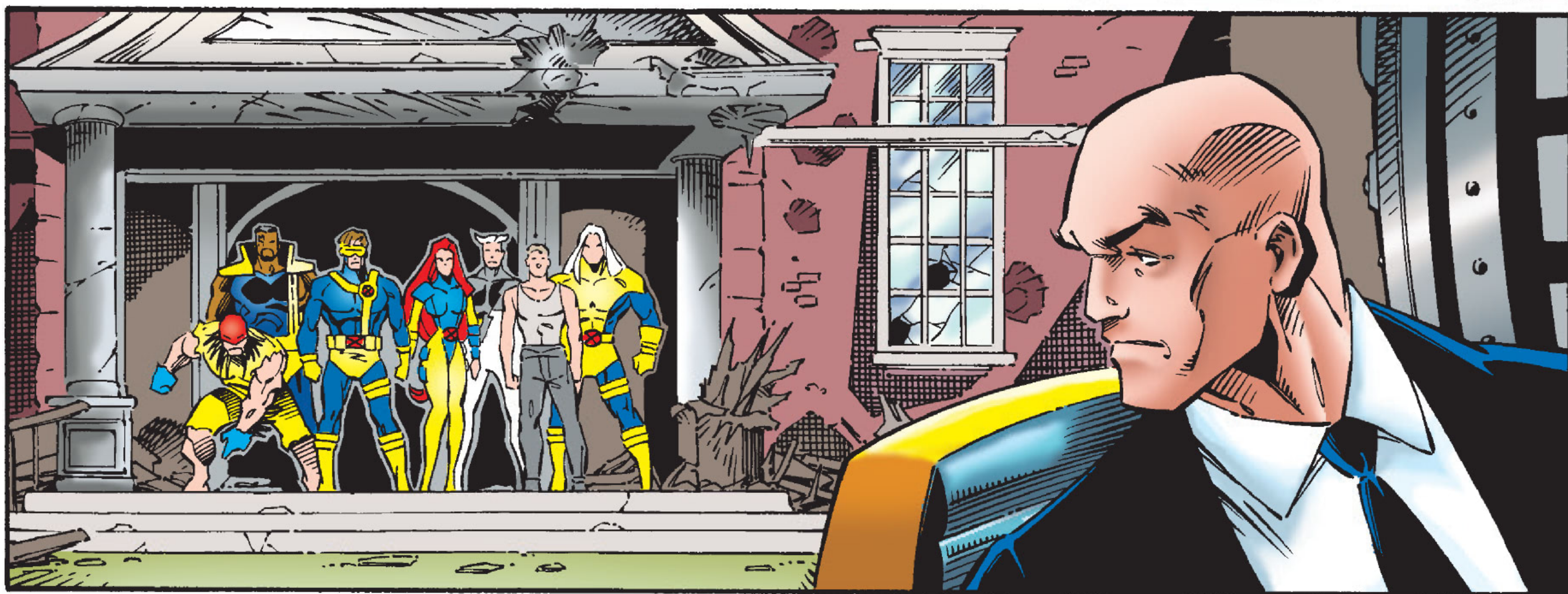
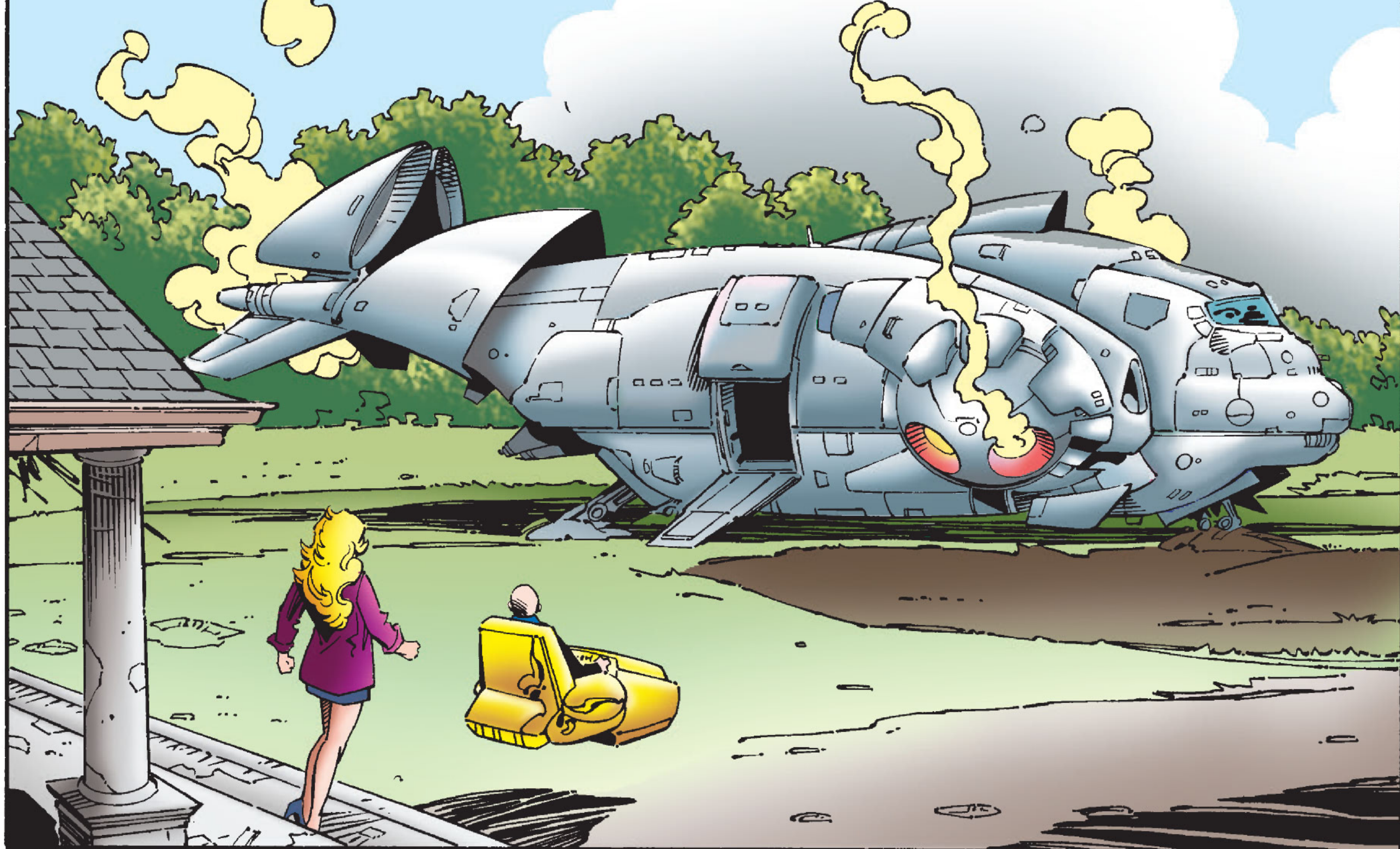
BUT, AS VALERIE SAID, WITH THAT POWER COMES **RESPONSIBILITY** -- AND ALSO **ACCOUNTABILITY**.

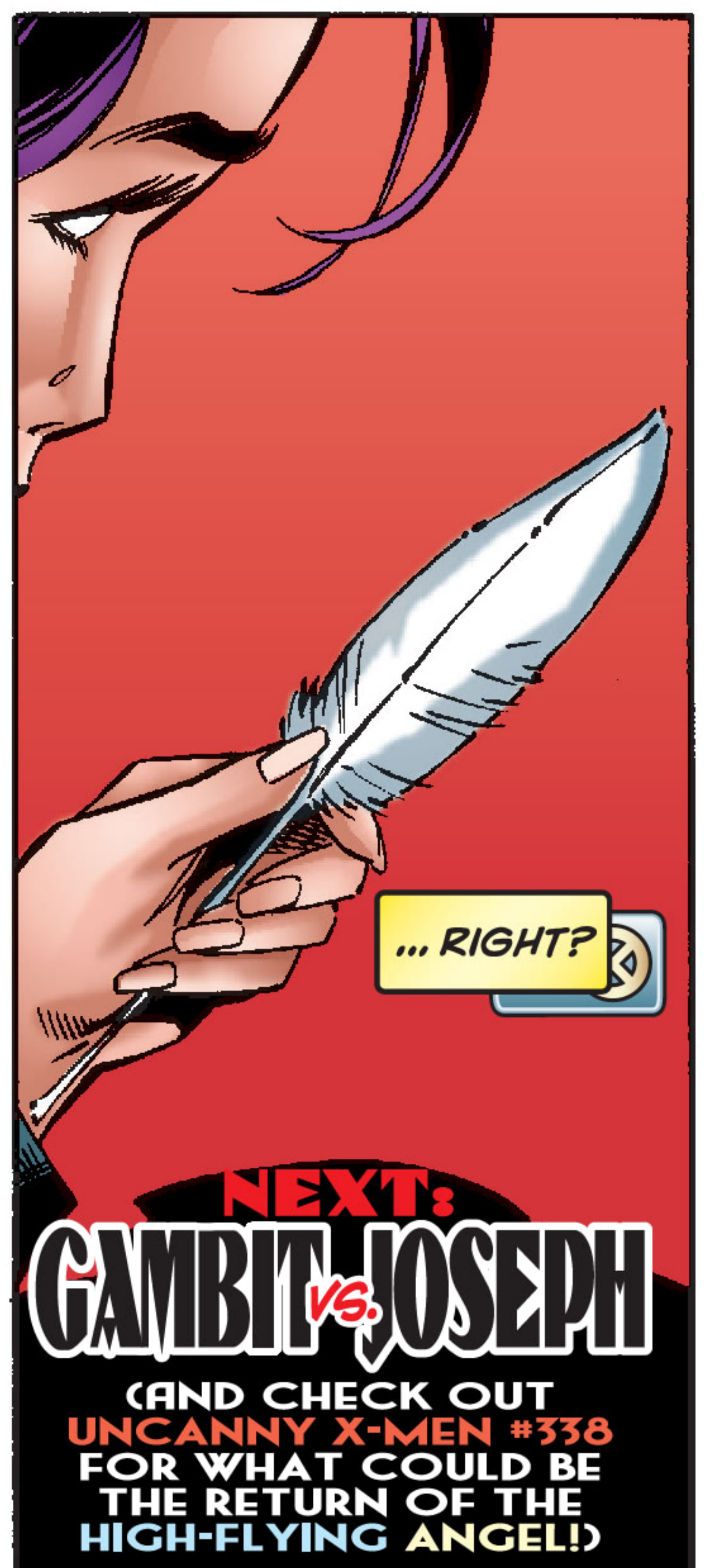
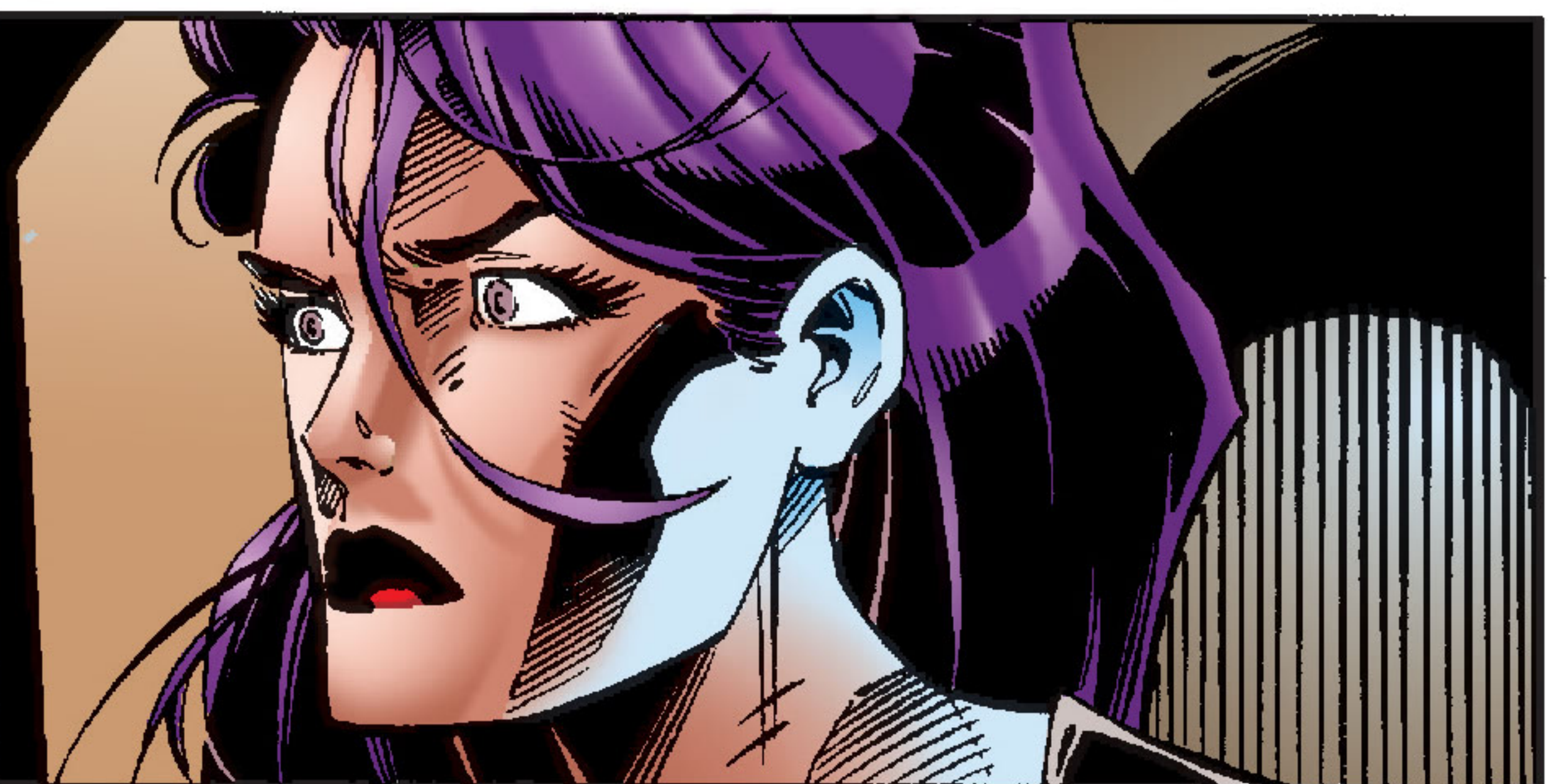
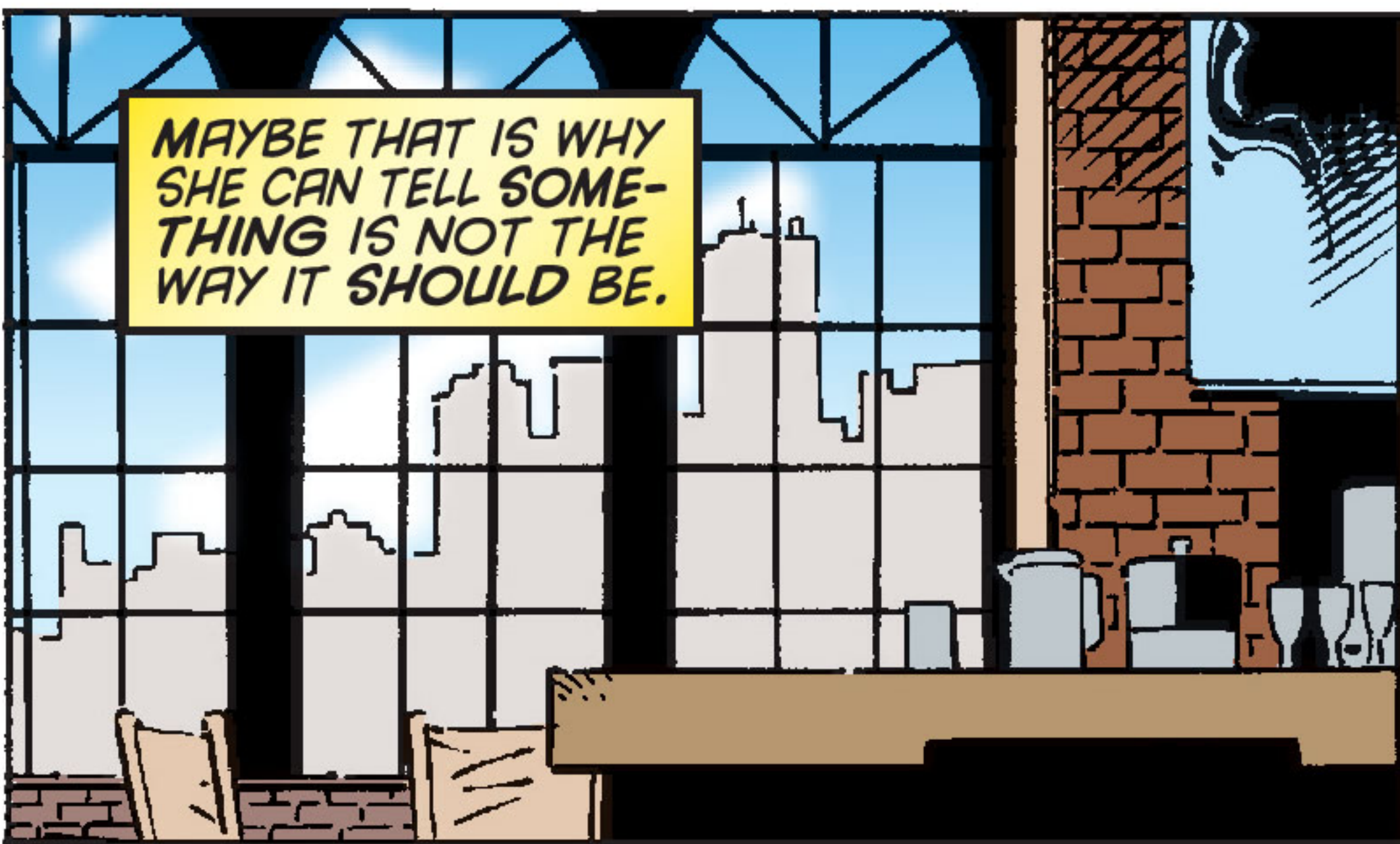
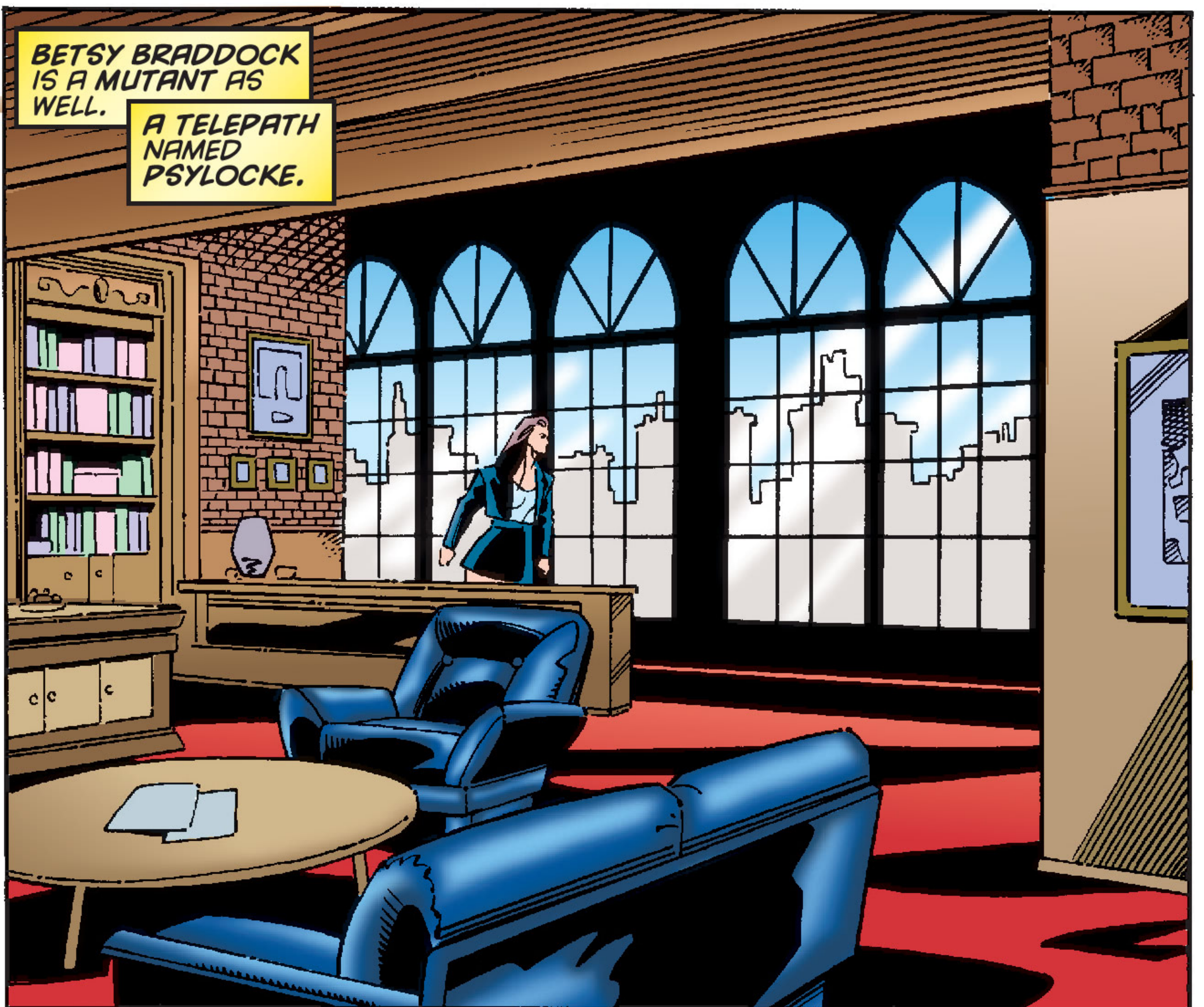
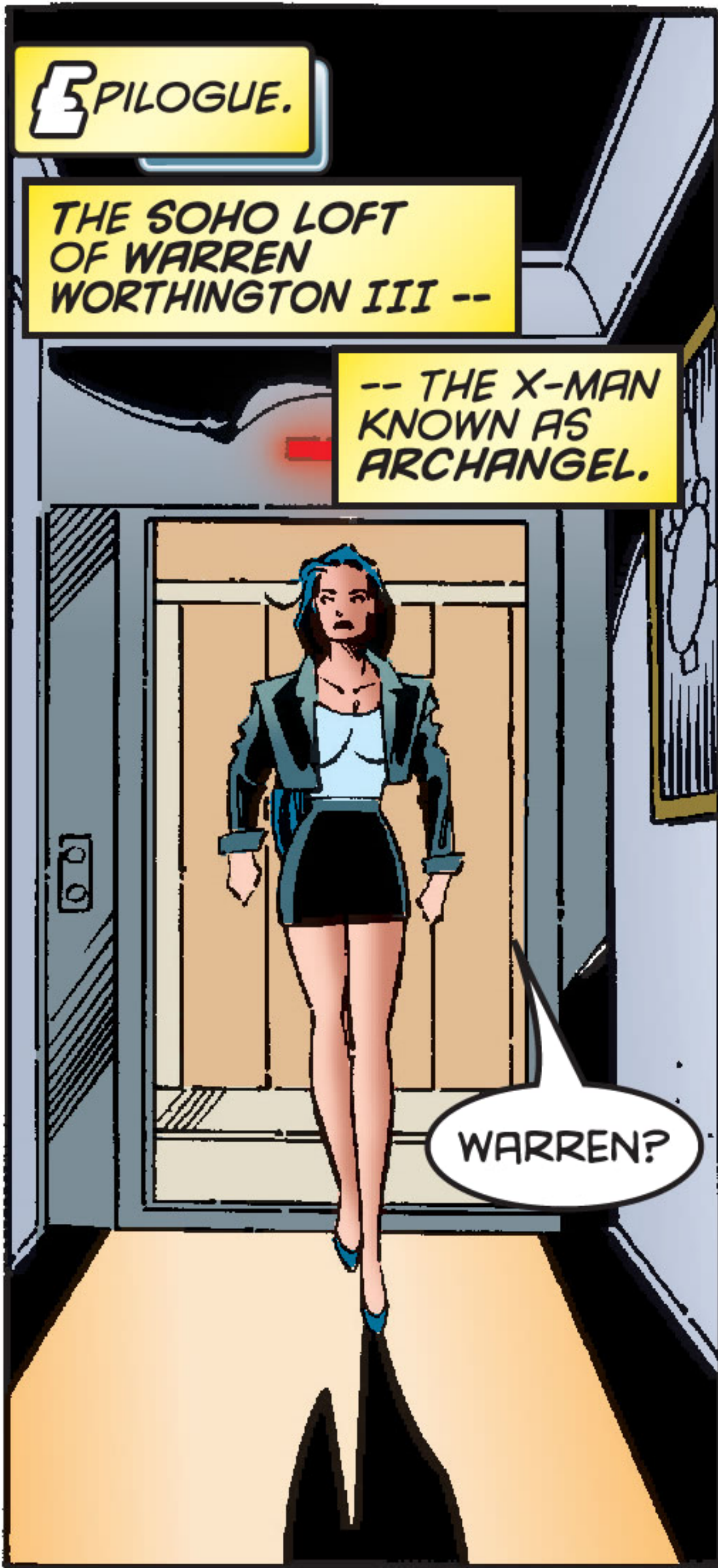
I OWE IT TO THE **FANTASTIC FOUR...** THE **AVENGERS...** TO **EVERYONE** WHO WAS INJURED BY ONSLAUGHT TO GO NOW. IT IS THE **RIGHT** THING TO DO. IT IS THE **BEST** THING TO DO.



AND NOW, VALERIE...

... IF YOU PLEASE, LET US GO.







MARVEL
COMICS
84 PAGES
OF ALL OUT
X-MEN
ACTION!

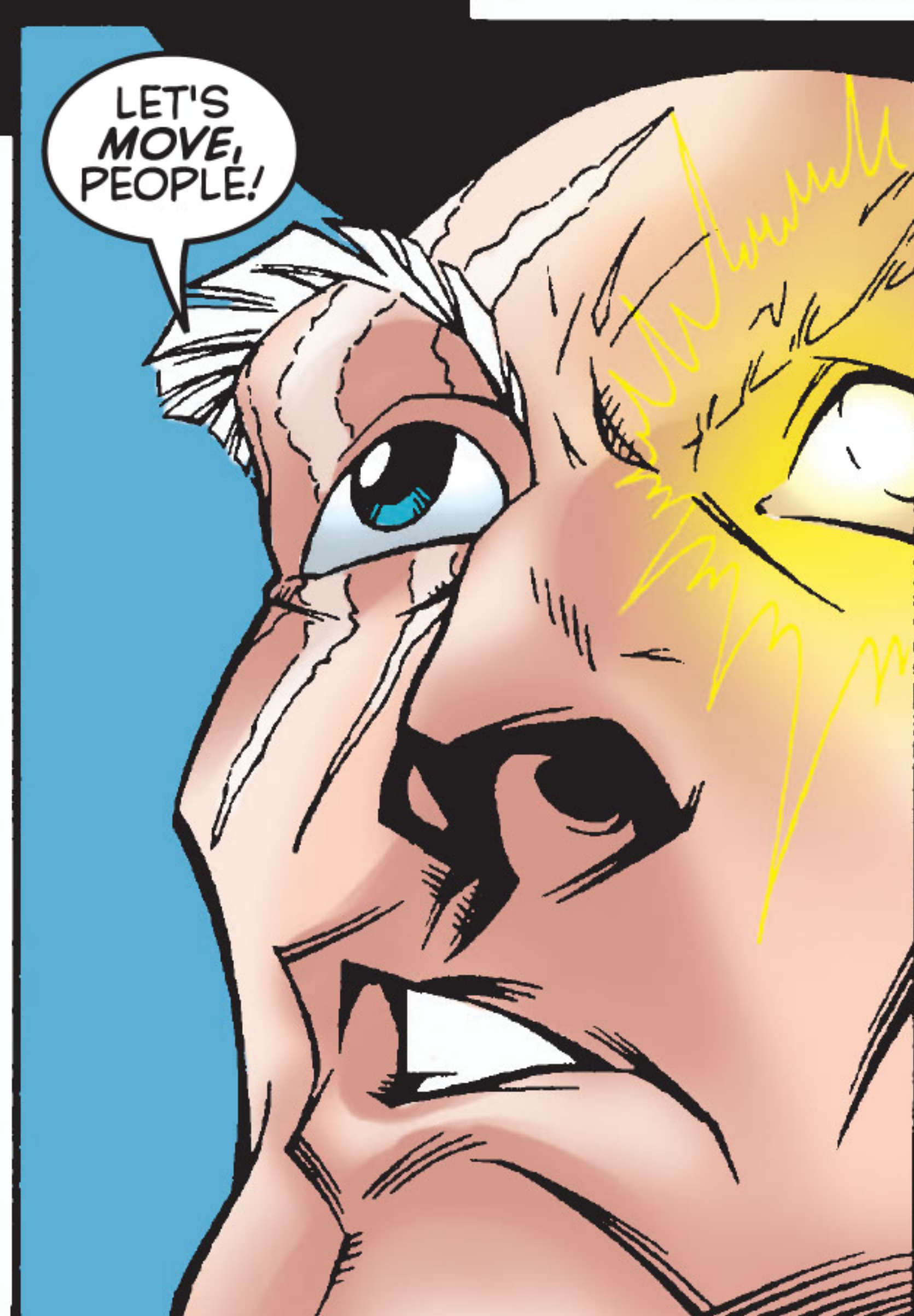
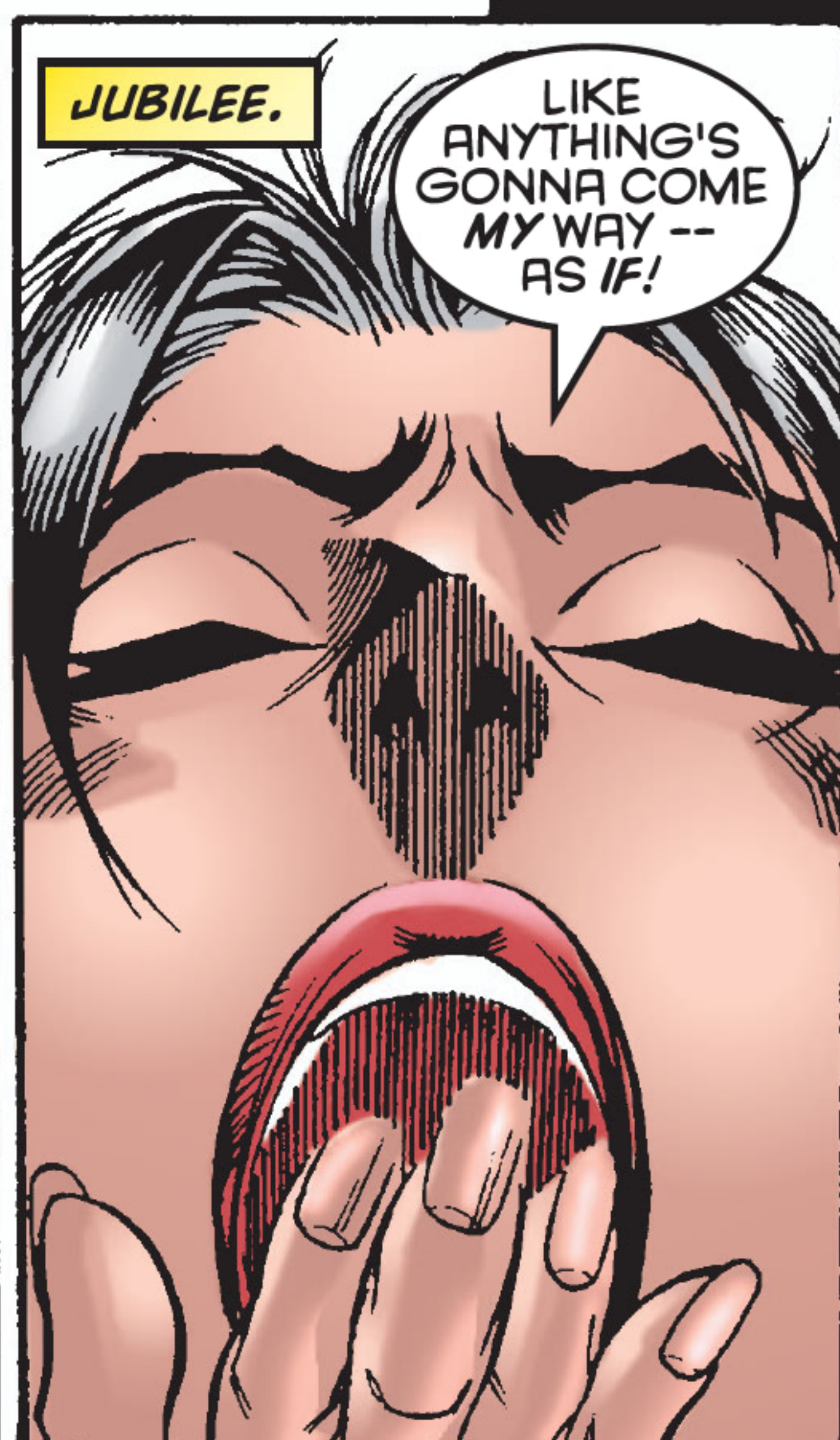
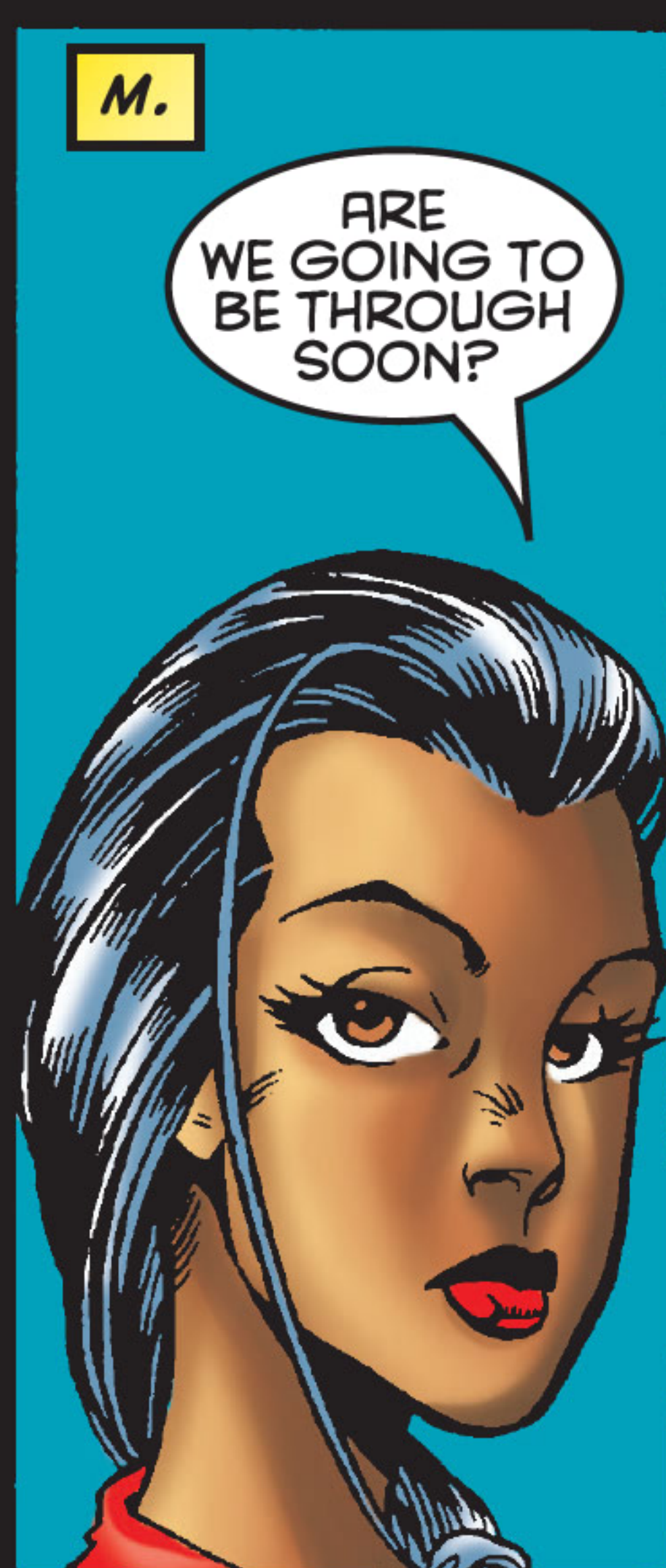
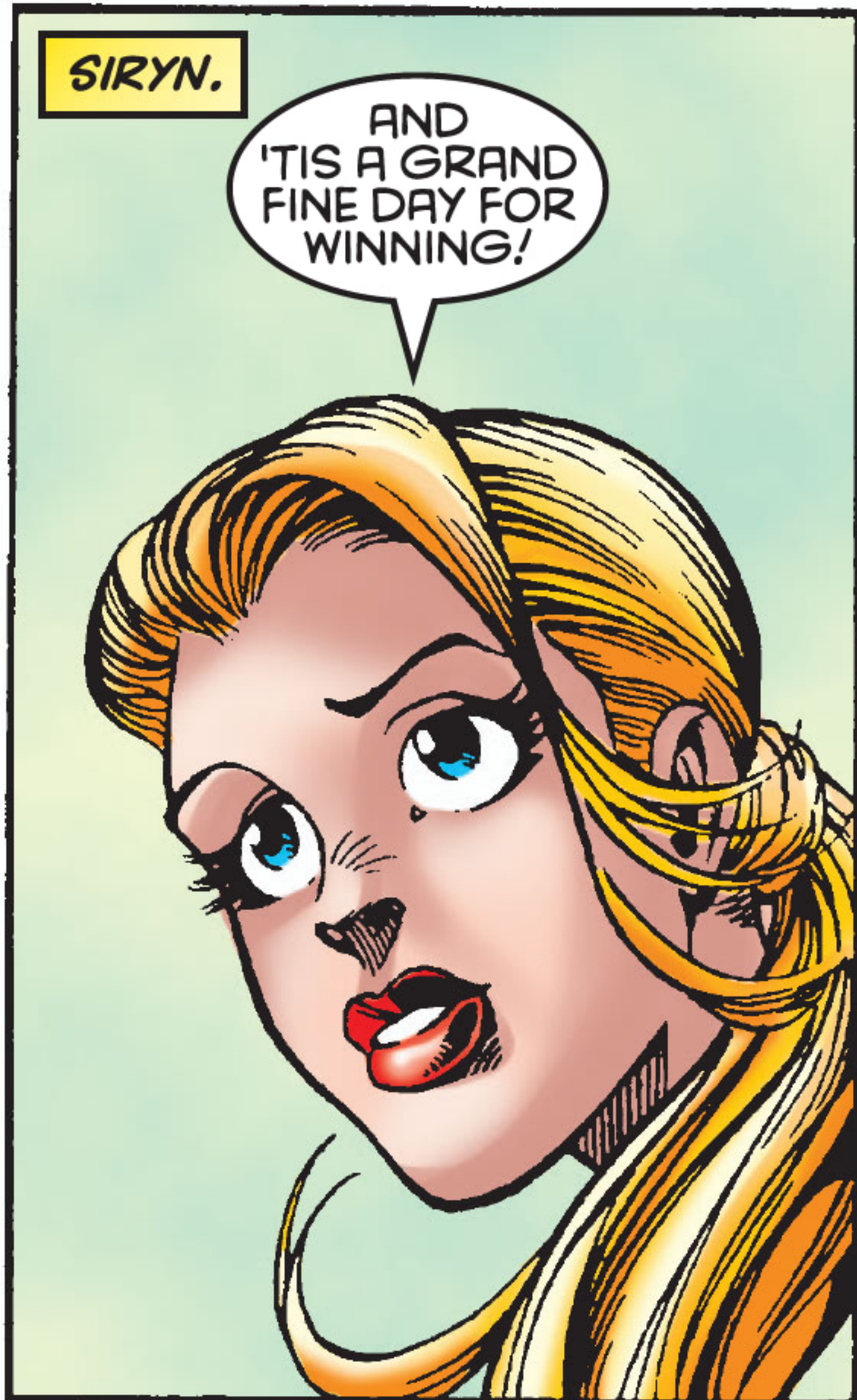
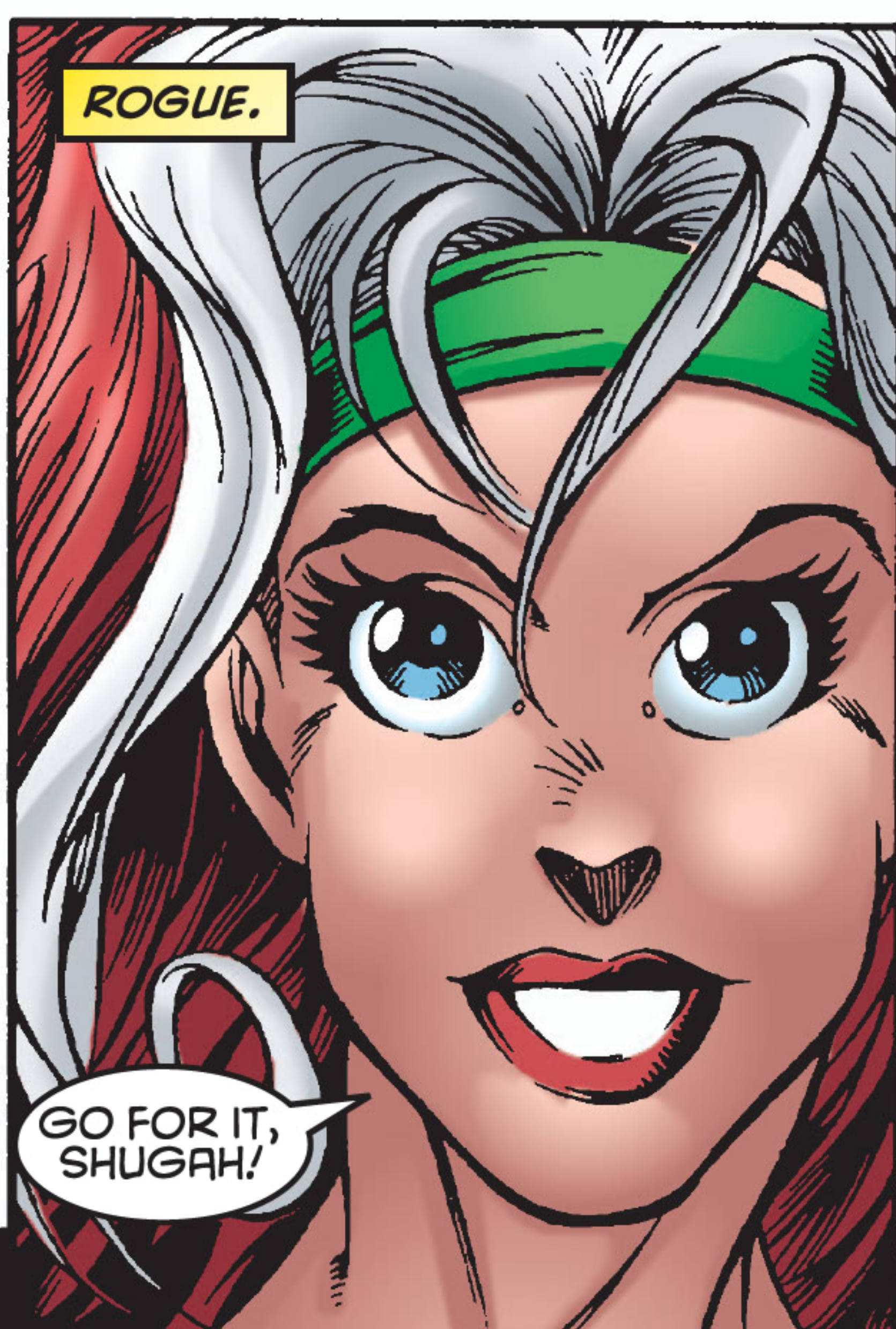
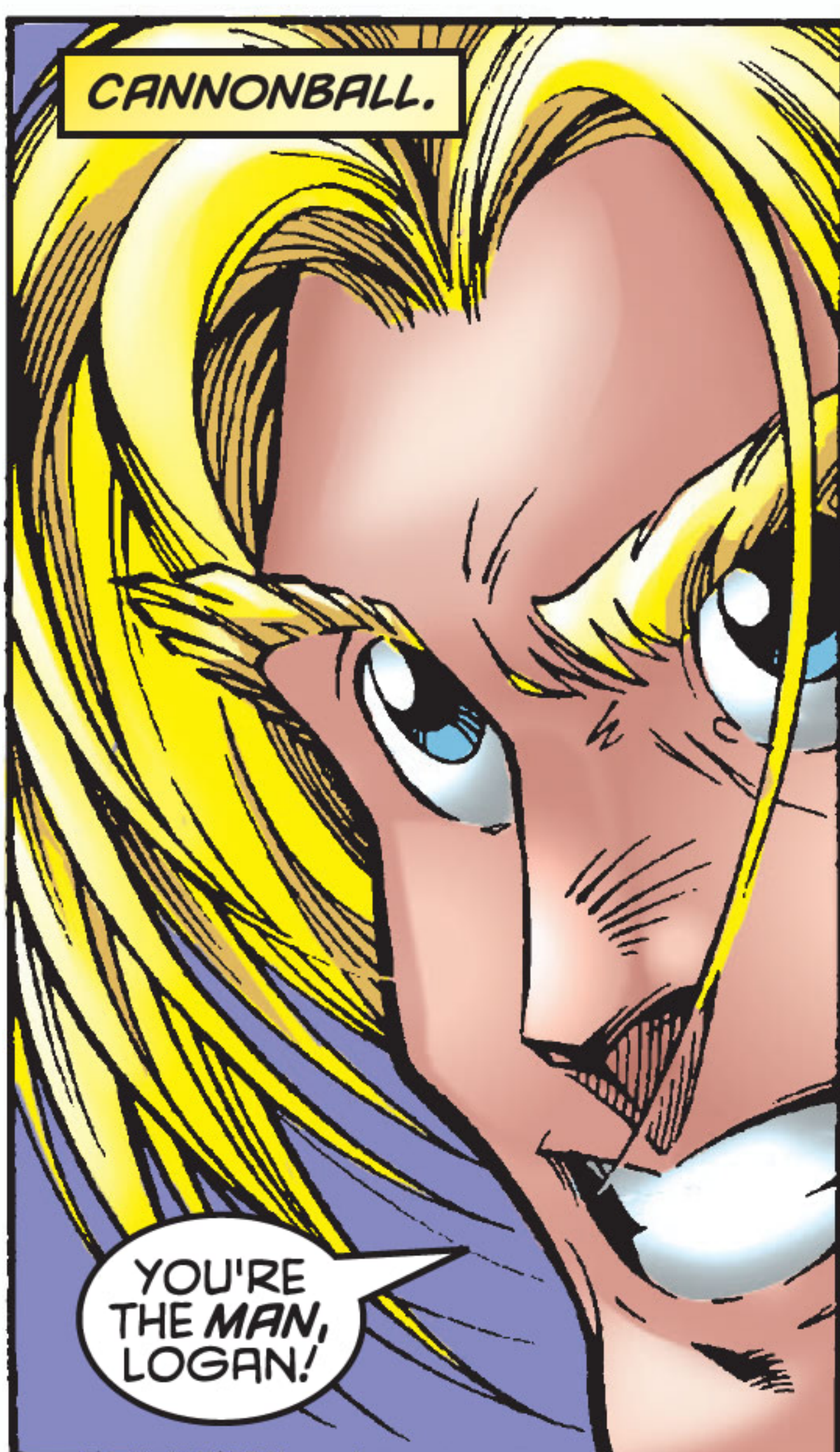
APPROVED BY THE
COMICS
CODE
AUTHORITY

NOV



1996

B. CHANG
VONHOLDREDGE
1996





I MEAN, PLAY BALL!

IF THEY WERE NORMAL, THIS WOULD JUST BE ANOTHER SUMMER PICNIC.

THEY'D LAUGH...

... THEY'D PLAY...

... AND THEN THEY'D GO HOME, BACK TO WORK, BACK TO A ROUTINE DAY-TO-DAY LIFE.

UNFORTUNATELY, ROUTINE LIVES ARE A LUXURY THIS GROUP DOES NOT HAVE.

THESE YOUNG MEN AND WOMEN ARE MUTANTS -- HUMAN BEINGS BORN WITH WONDROUS ABILITIES WHICH SET THEM APART FROM THE BULK OF HUMANITY.

MORE SPECIFICALLY, THIS GATHERING REPRESENTS THE COMBINED ROSTERS OF THE X-MEN, X-FORCE AND GENERATION-X --

-- THREE DIFFERENT TEAMS, EACH DEDICATED TO PROTECTING A WORLD THAT IS SCARED TO DEATH OF THEM.

HERE WE ARE IN THE BOTTOM OF THE NINTH --

-- WITH THE WOLVESTERS AHEAD OF THE STORMERS SEVEN TO FIVE AND STORM HERSELF IS STEPPING UP TO THE PLATE!

TWO MEN ON BASE AND NO OUTS -- A HOME RUN COULD WIN THE GAME AND THE PRESSURE IS ON!

WILL THE WOLVESTERS CRACK? WILL SKIN AND BEAST SCORE ON STORM'S HOMER?

MEL ALLEN YOU'RE NOT, SKIN!

FAN HER OUT, LOGAN!

ONE DAY at the MANSION

A Stan Lee Presentation

EACH OWES ITS EXISTENCE TO ONE CHARLES XAVIER...

... A PEACEFUL MAN WHO -- THOUGH INADVERTENTLY -- IS RESPONSIBLE FOR THE WAR THEY'VE JUST BEEN THROUGH.

HIS FALL HAS AFFECTED EVERY ONE OF THEM.

AND NOW THEY'RE DEALING WITH IT AS BEST THEY CAN -- BY COMING TOGETHER.

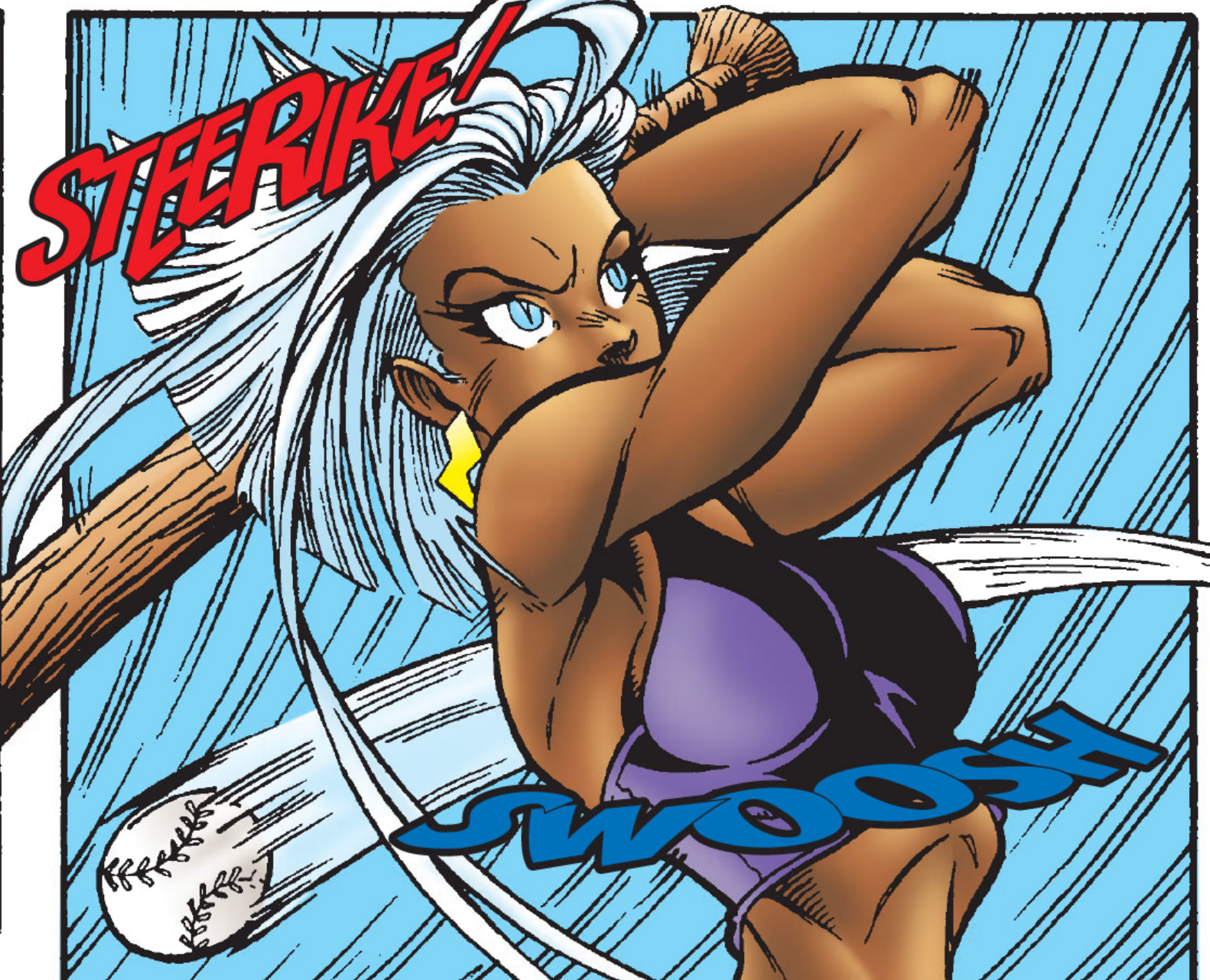
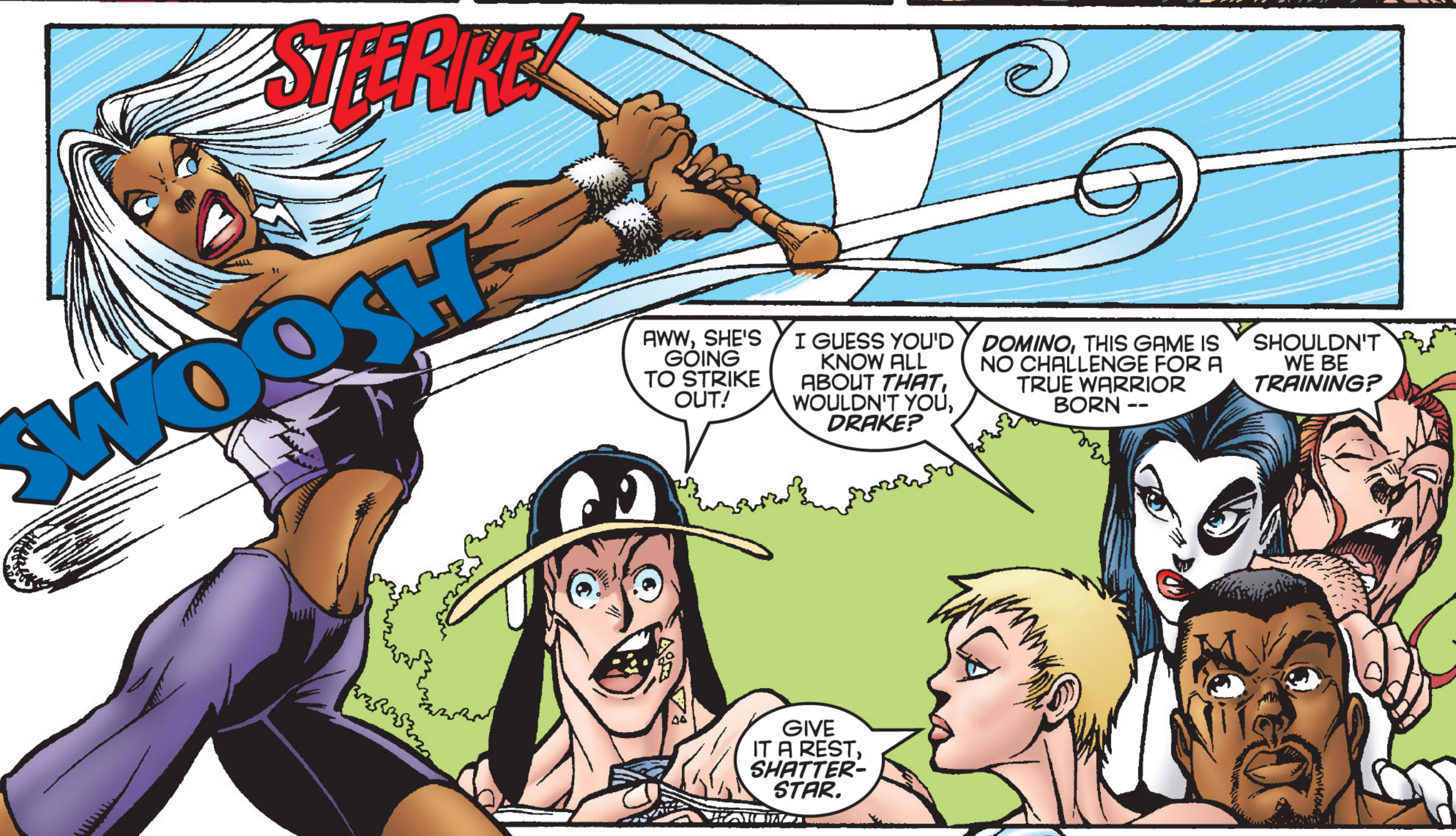
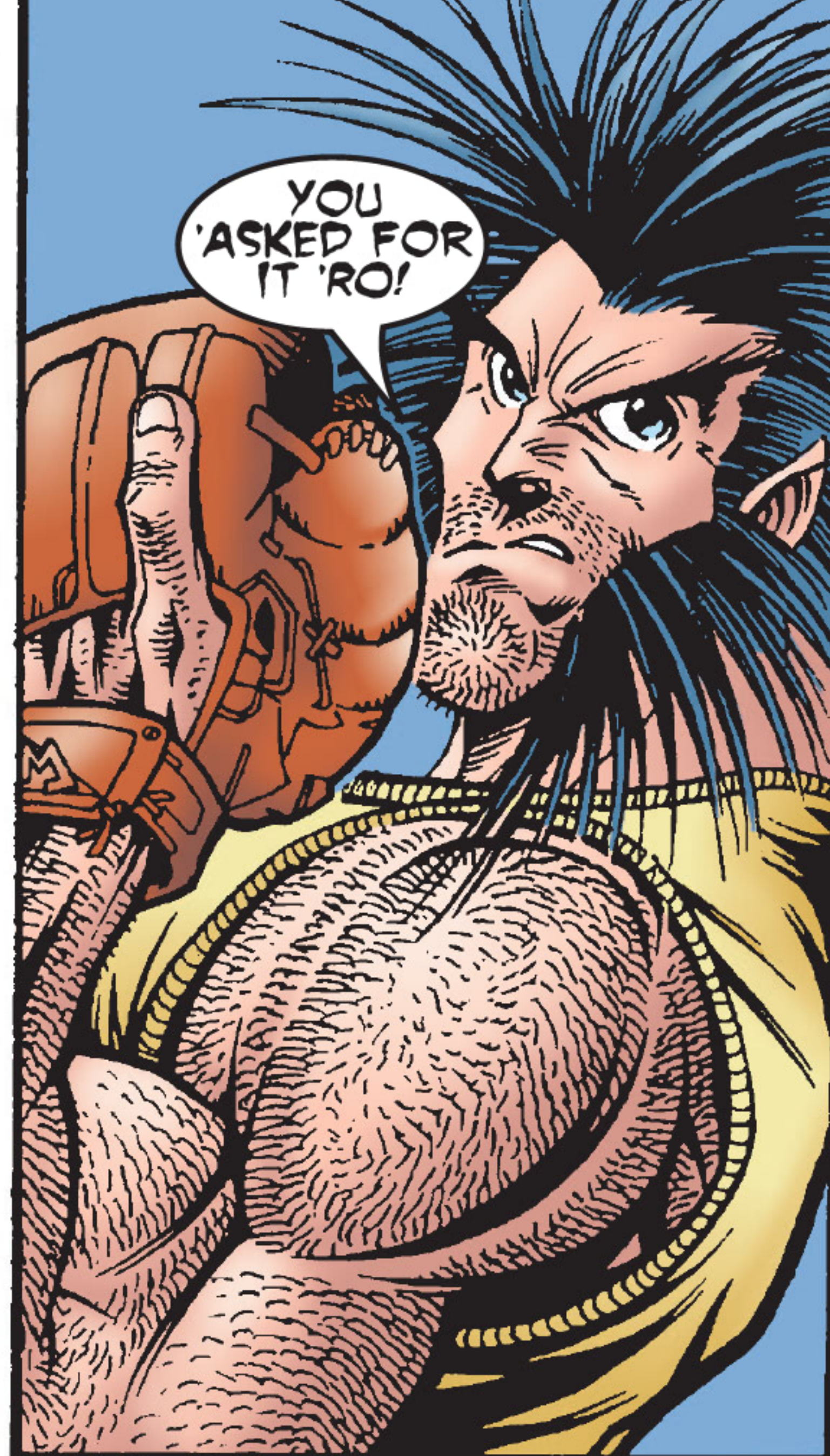
Larry Hama
Script

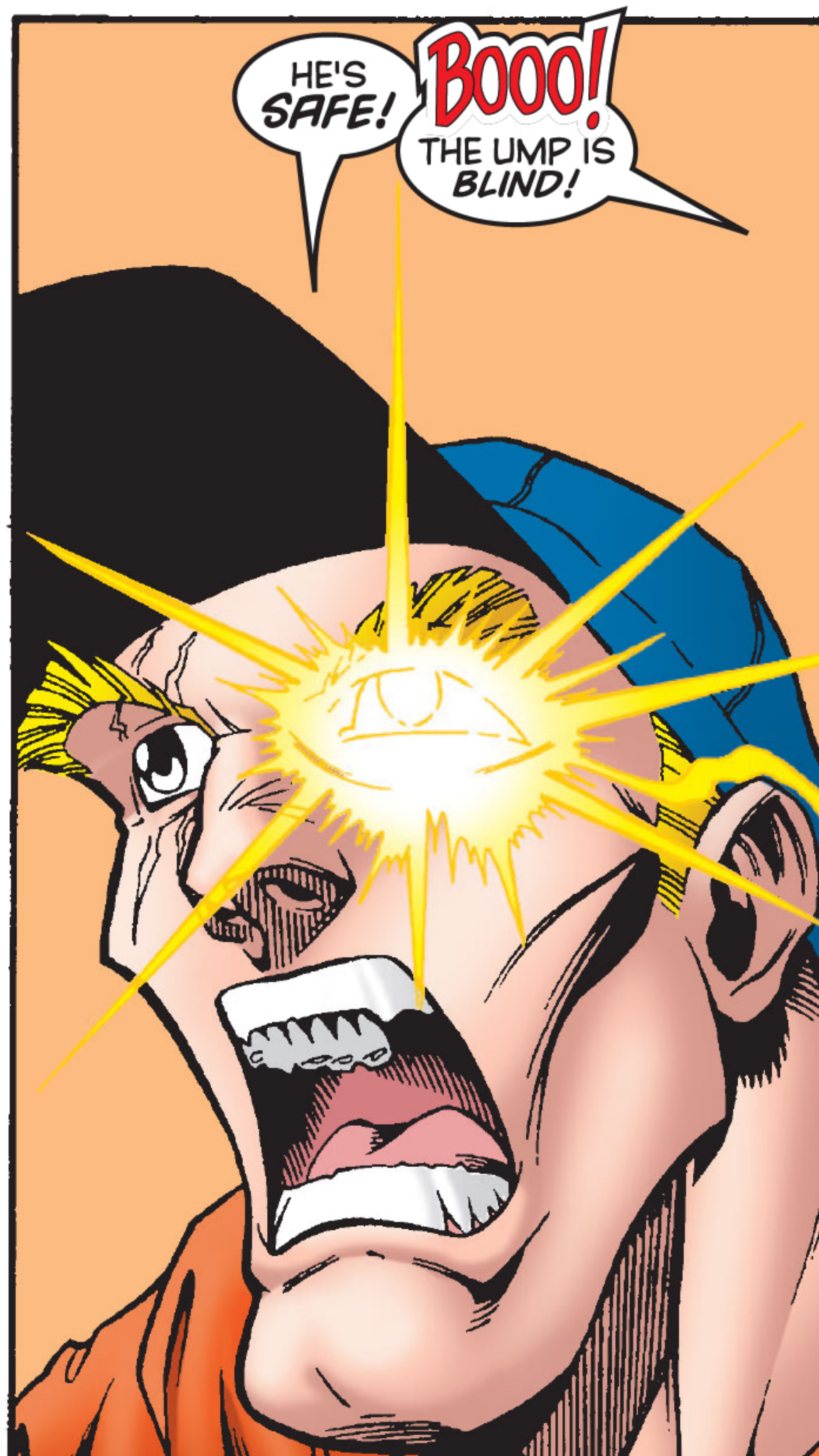
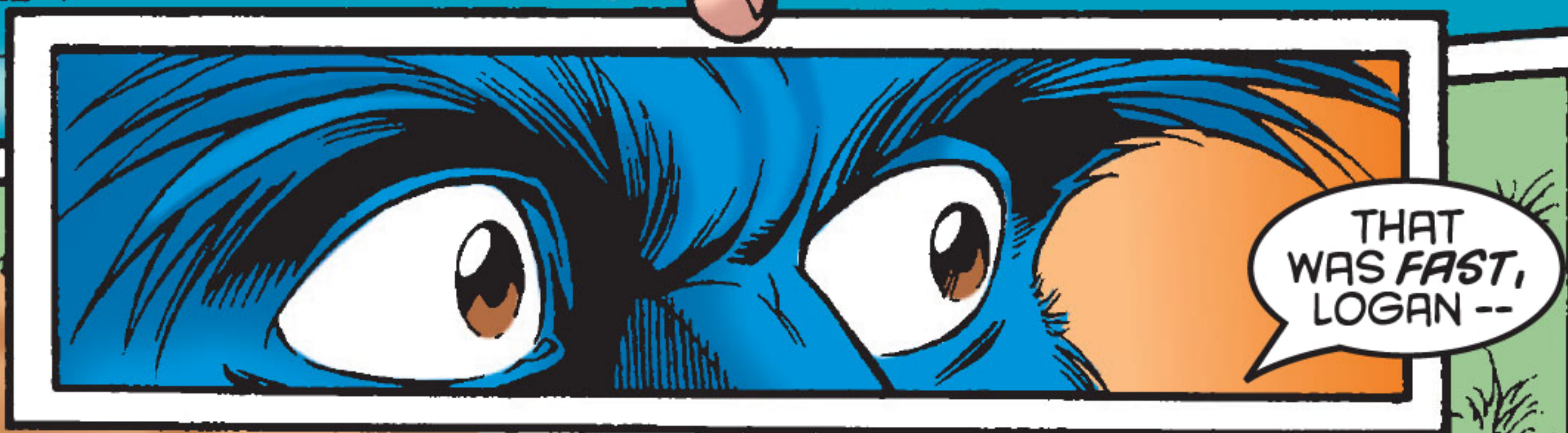
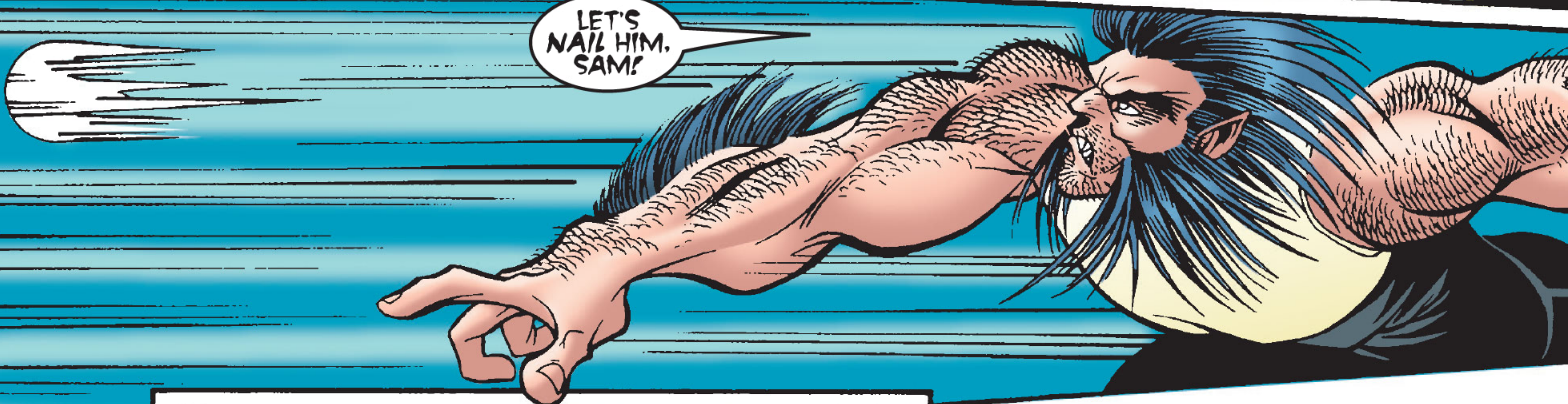
Roberto Flores & Anthony Castrillo
Pencils

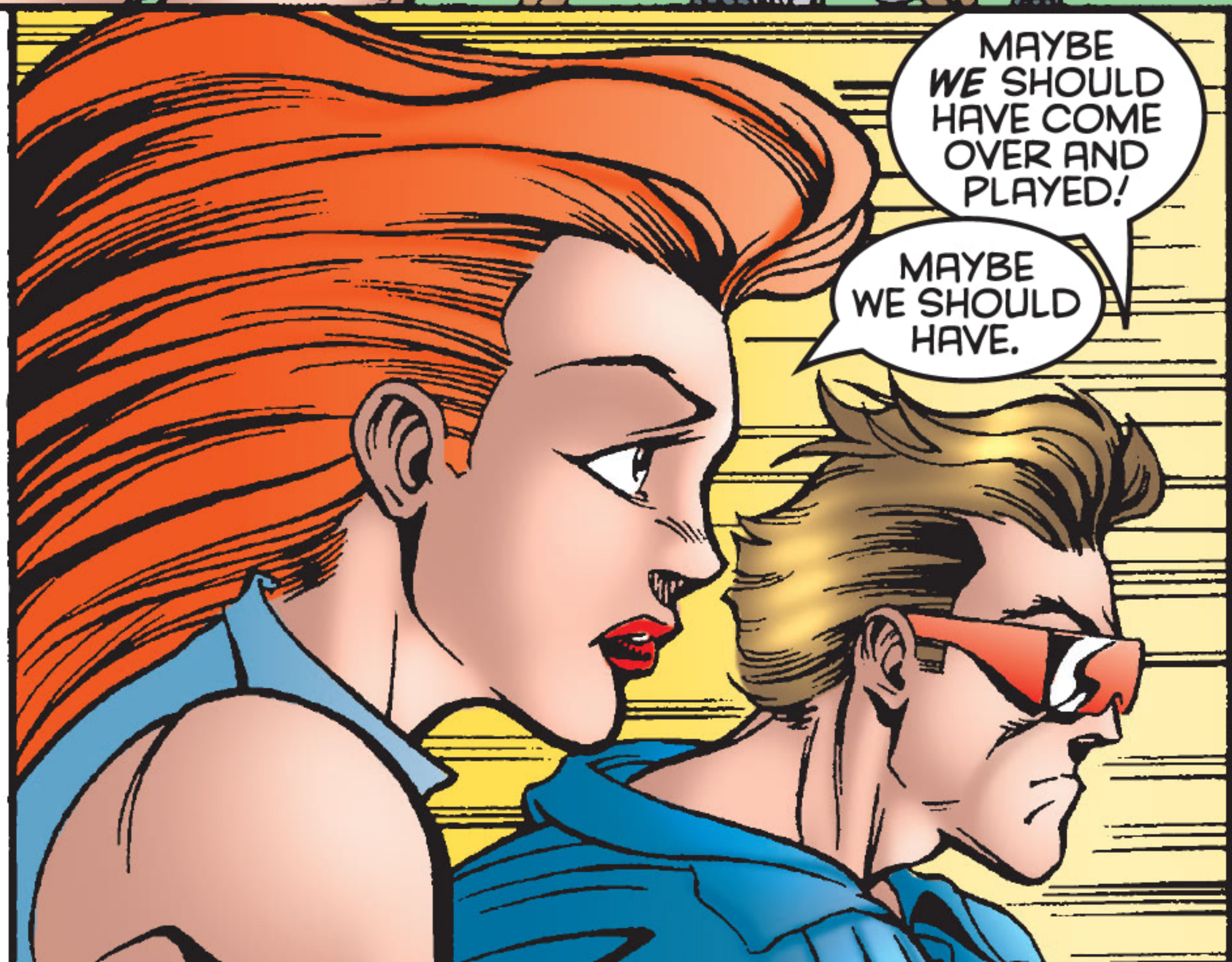
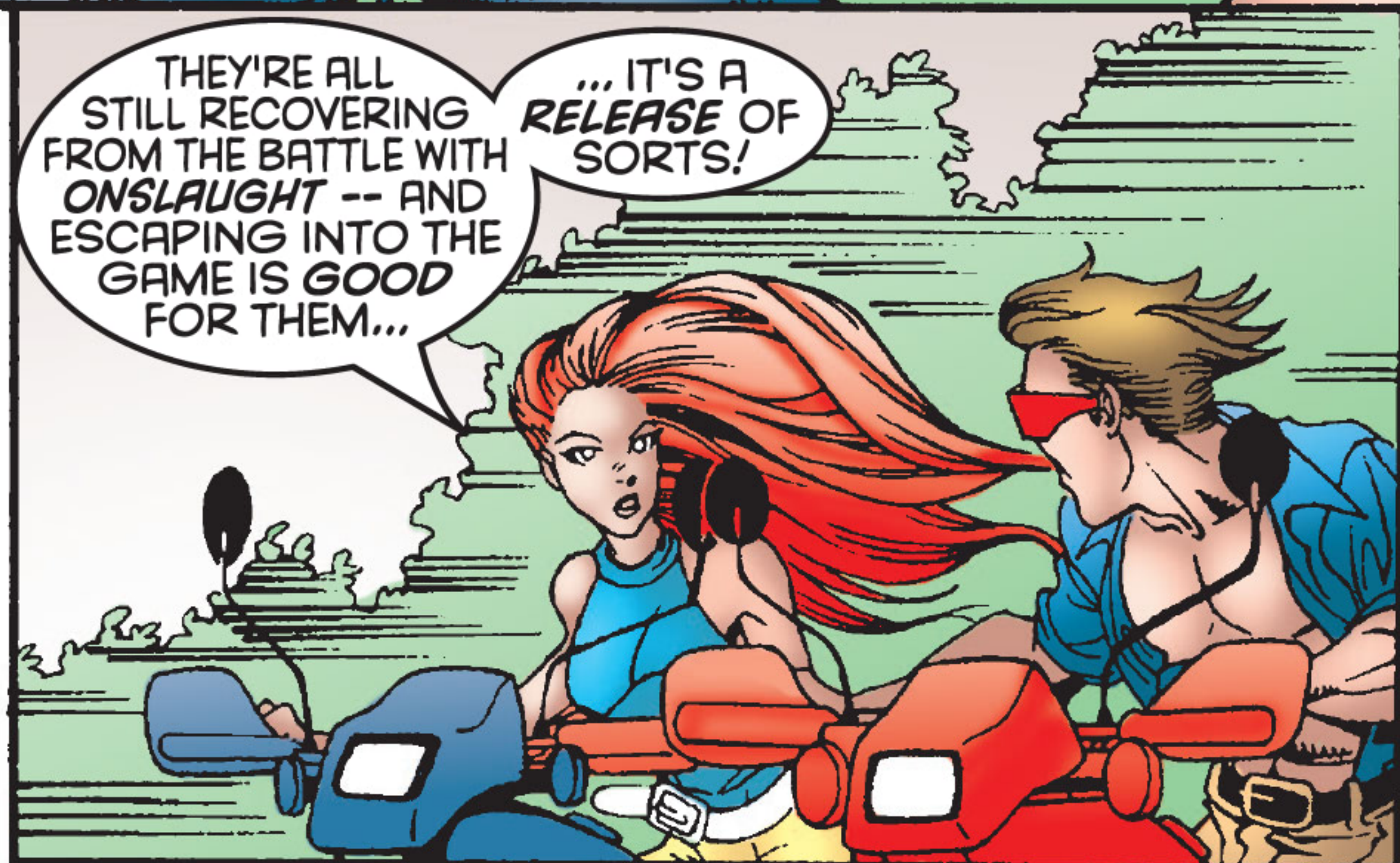
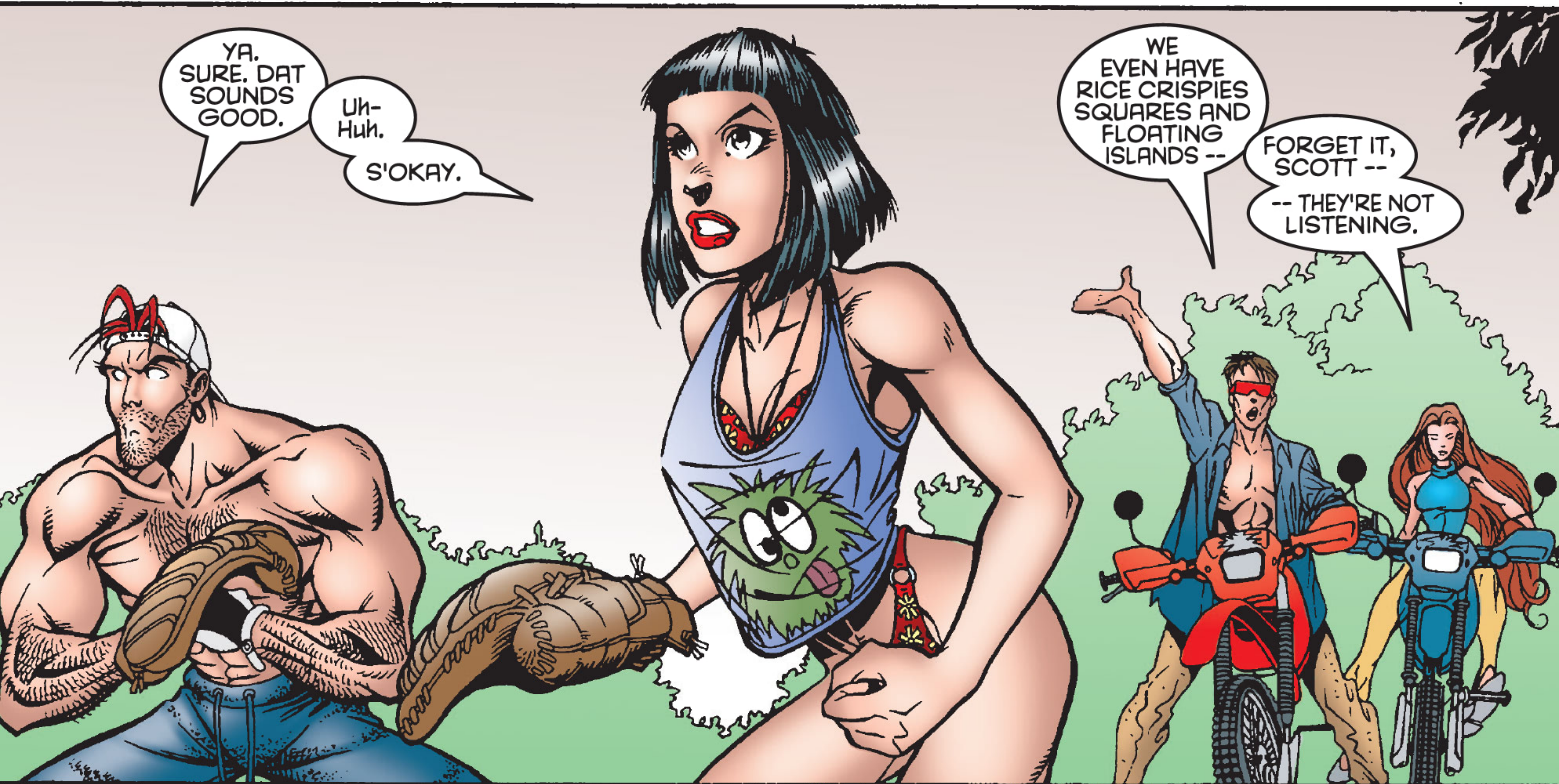
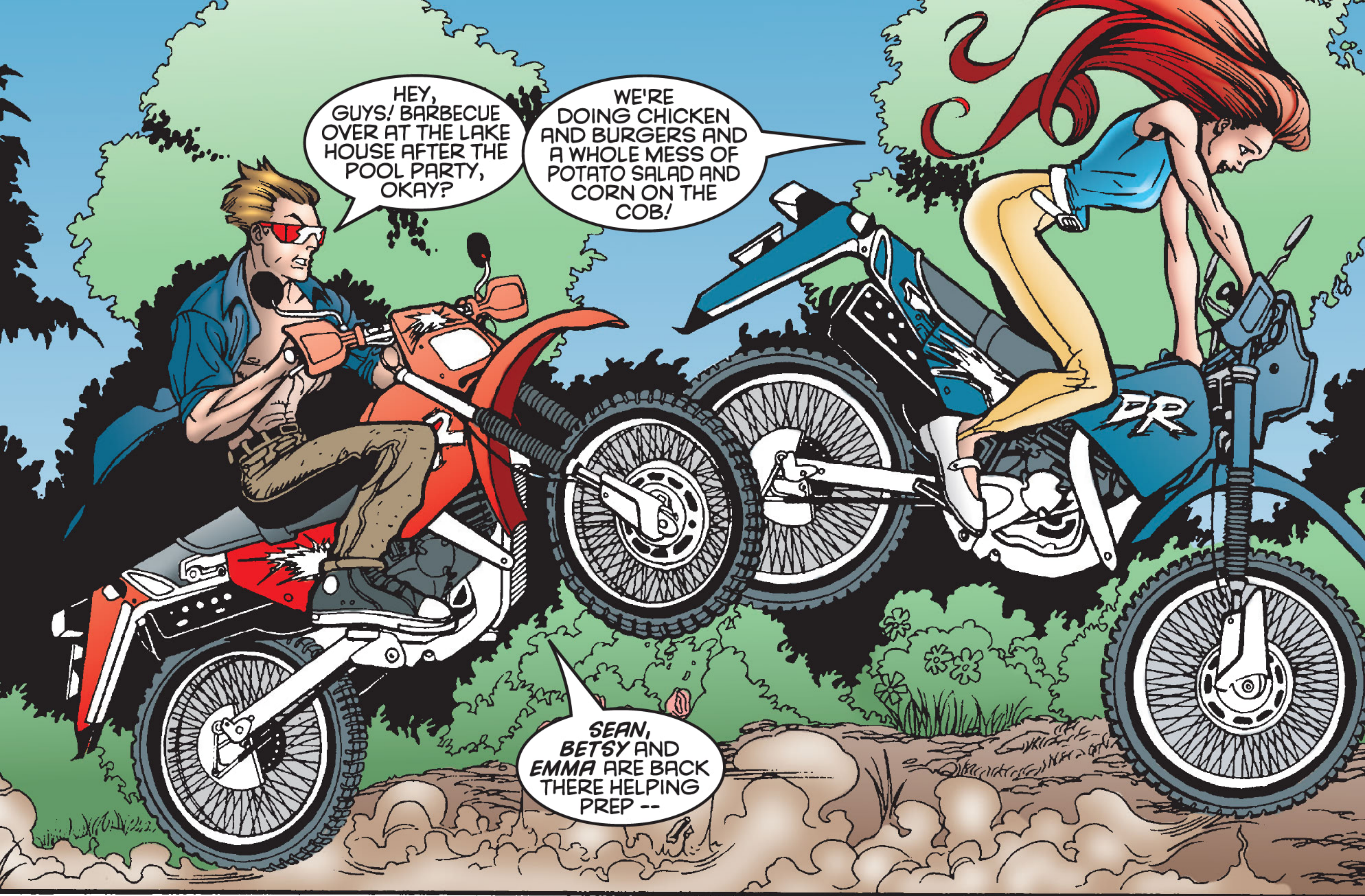
Nathan Massengill & Al Milgrom
Inks

Paul Becton Colors Malibu Enhancement Richard Starkings & Comcraft Letters Bob Harras Editor & Chief



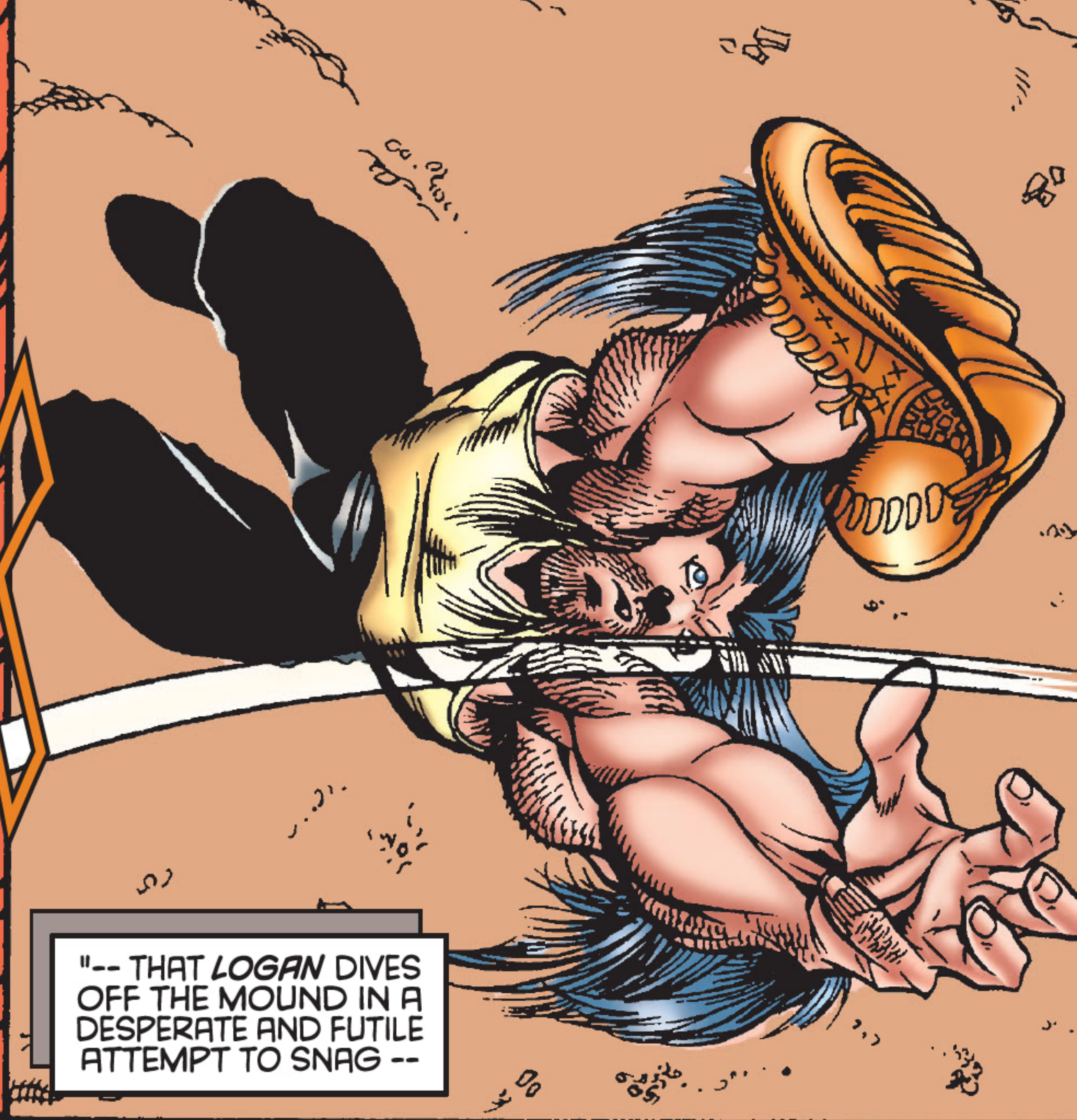




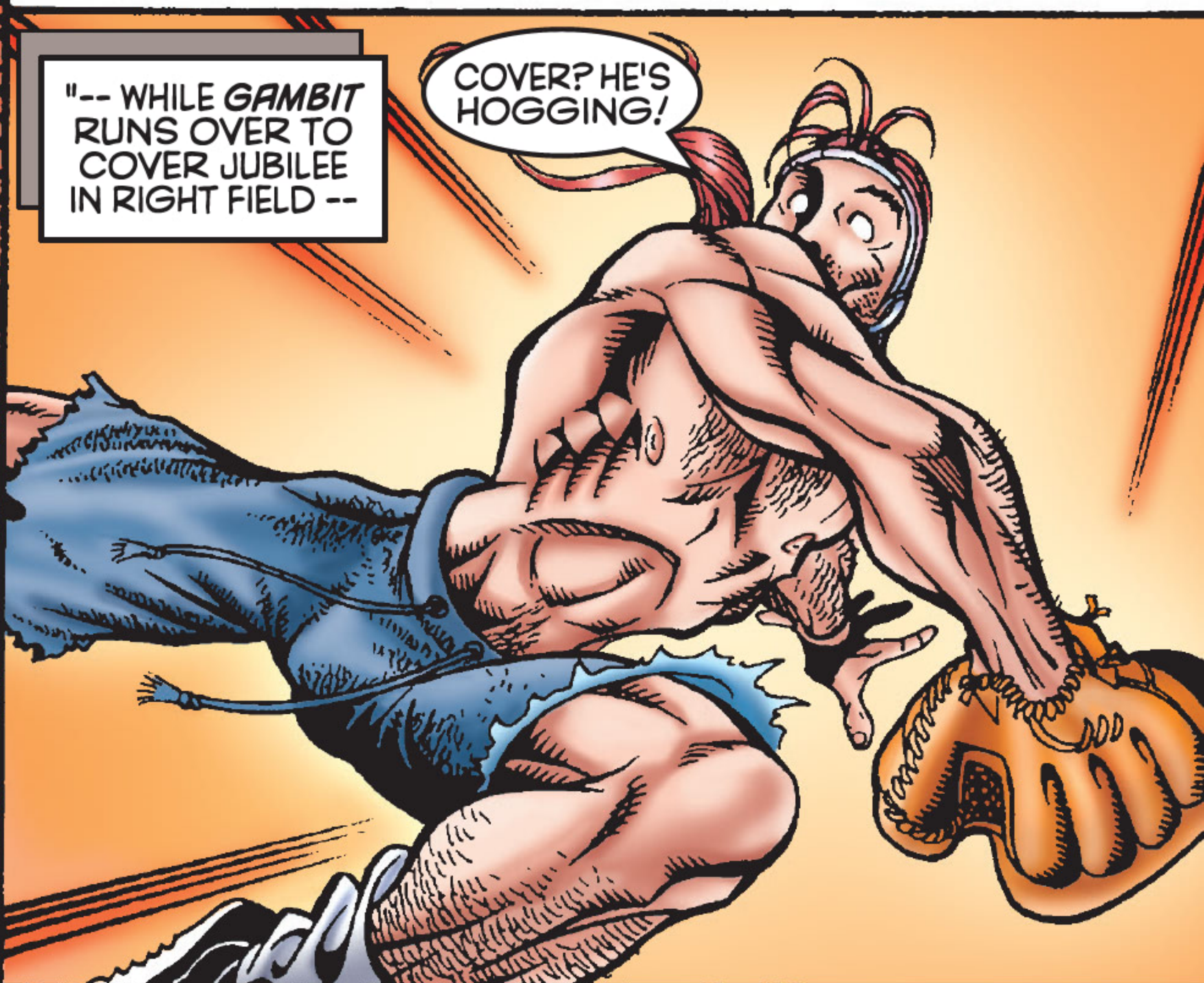




"SHE CONNECTS
WITH A BLISTERING
LINE DRIVE --



"-- THAT **LOGAN** DIVES
OFF THE MOUND IN A
DESPERATE AND FUTILE
ATTEMPT TO SNAG --



"-- WHILE **GAMBIT**
RUNS OVER TO
COVER JUBILEE
IN RIGHT FIELD --

COVER? HE'S
HOGGING!



-- AND
THE CROWD
ROARS AS SKIN
ROUNDS
THIRD --

I DON'T
HEAR ANY
ROARING!

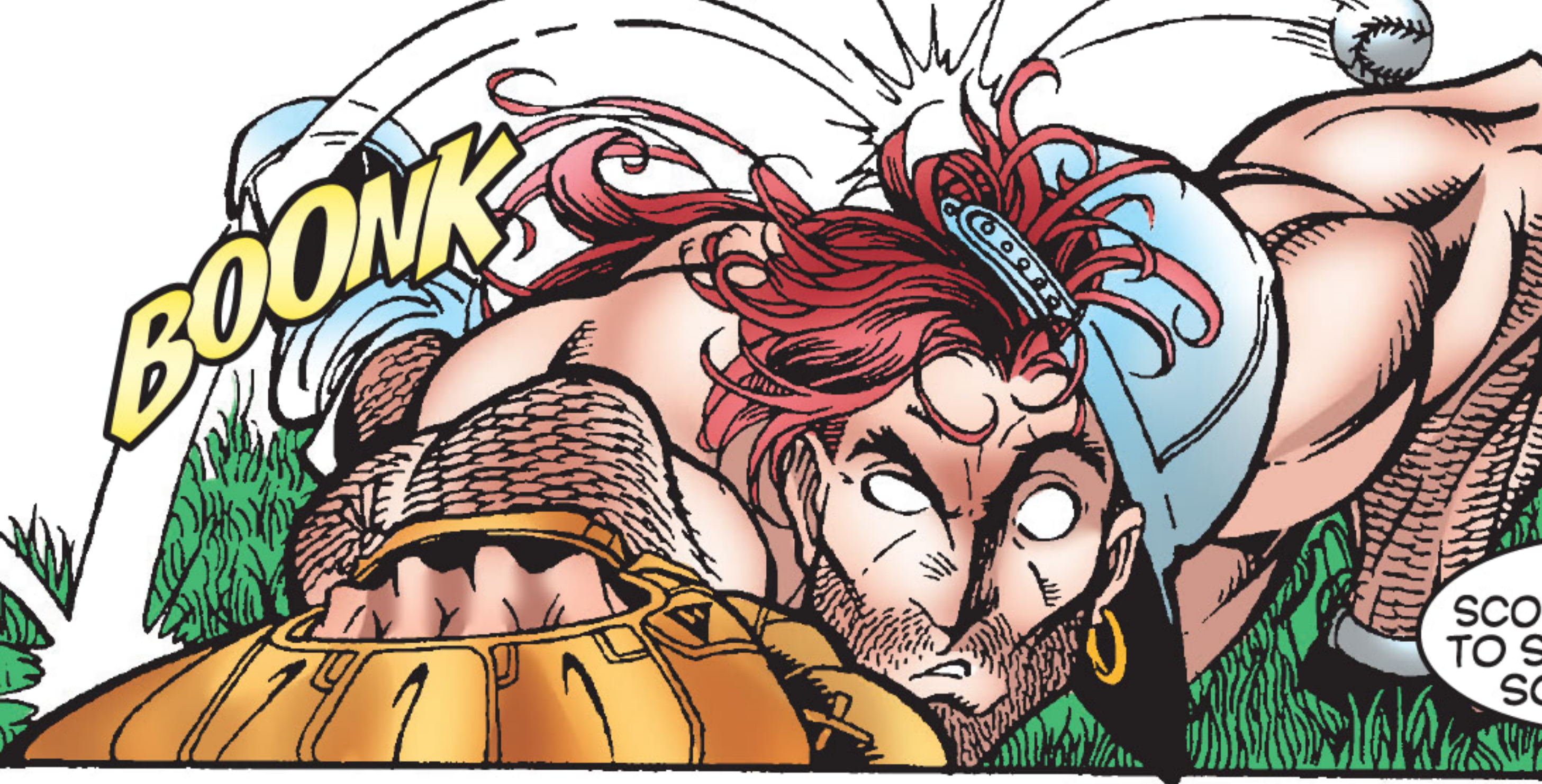


"-- AND **BEAST**
PASSES SECOND --

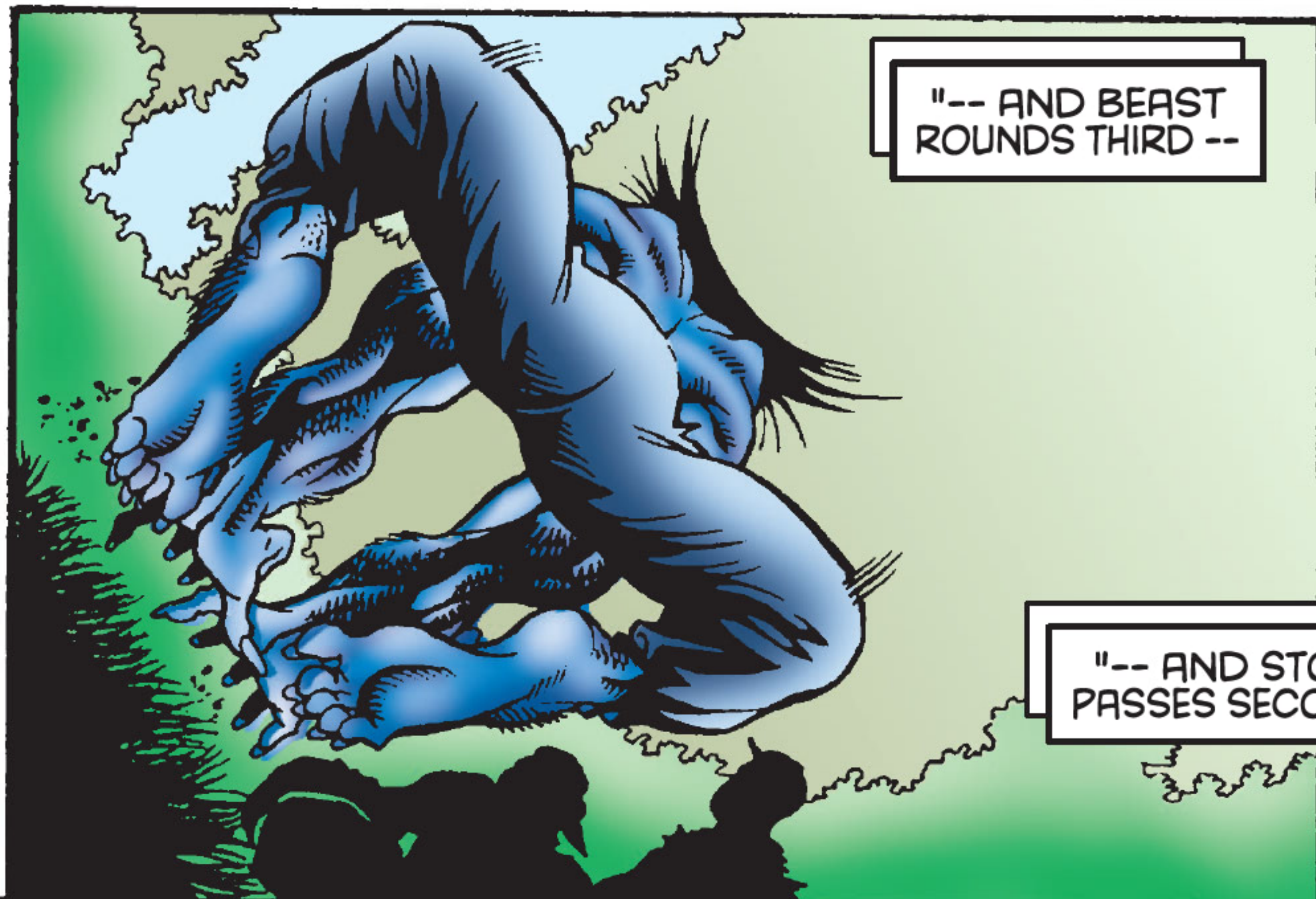


-- AND **STORM**
BREEZES PAST
FIRST!

FIRE
IT HOME,
REMY!

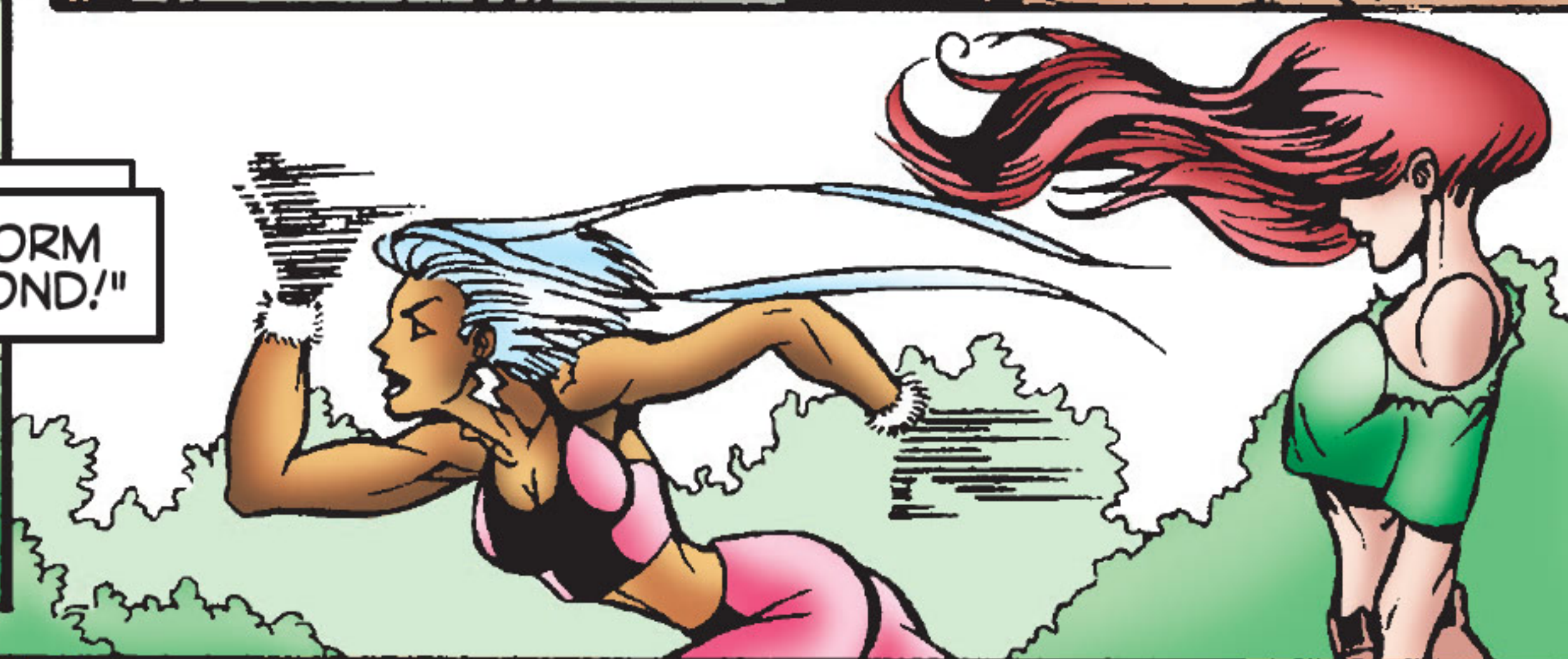


THE
SCORE IS SEVEN
TO SIX AS *SKIN*
SCORES --



"-- AND BEAST
ROUNDS THIRD --

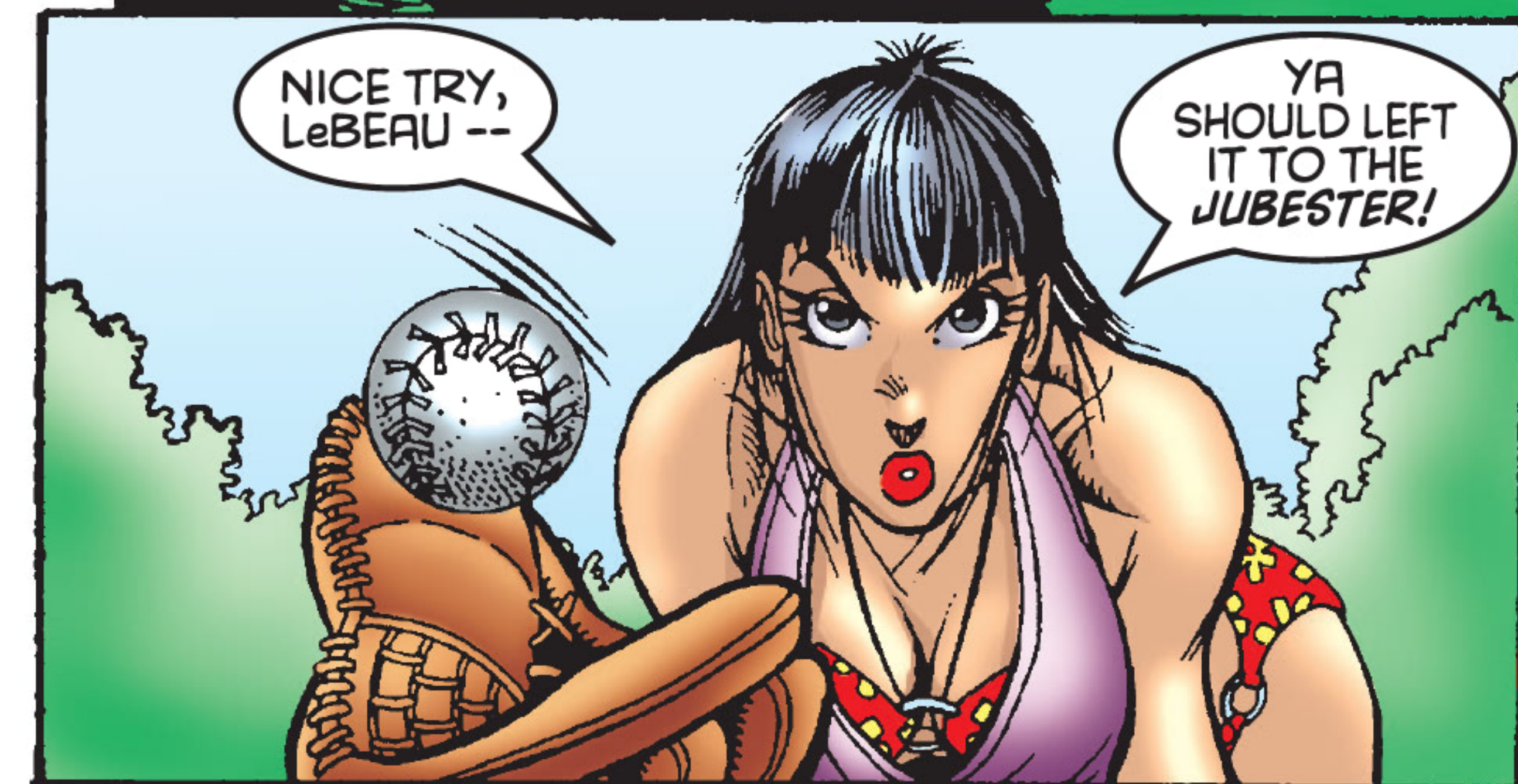
"-- AND STORM
PASSES SECOND!"



NICE TRY,
LeBEAU --

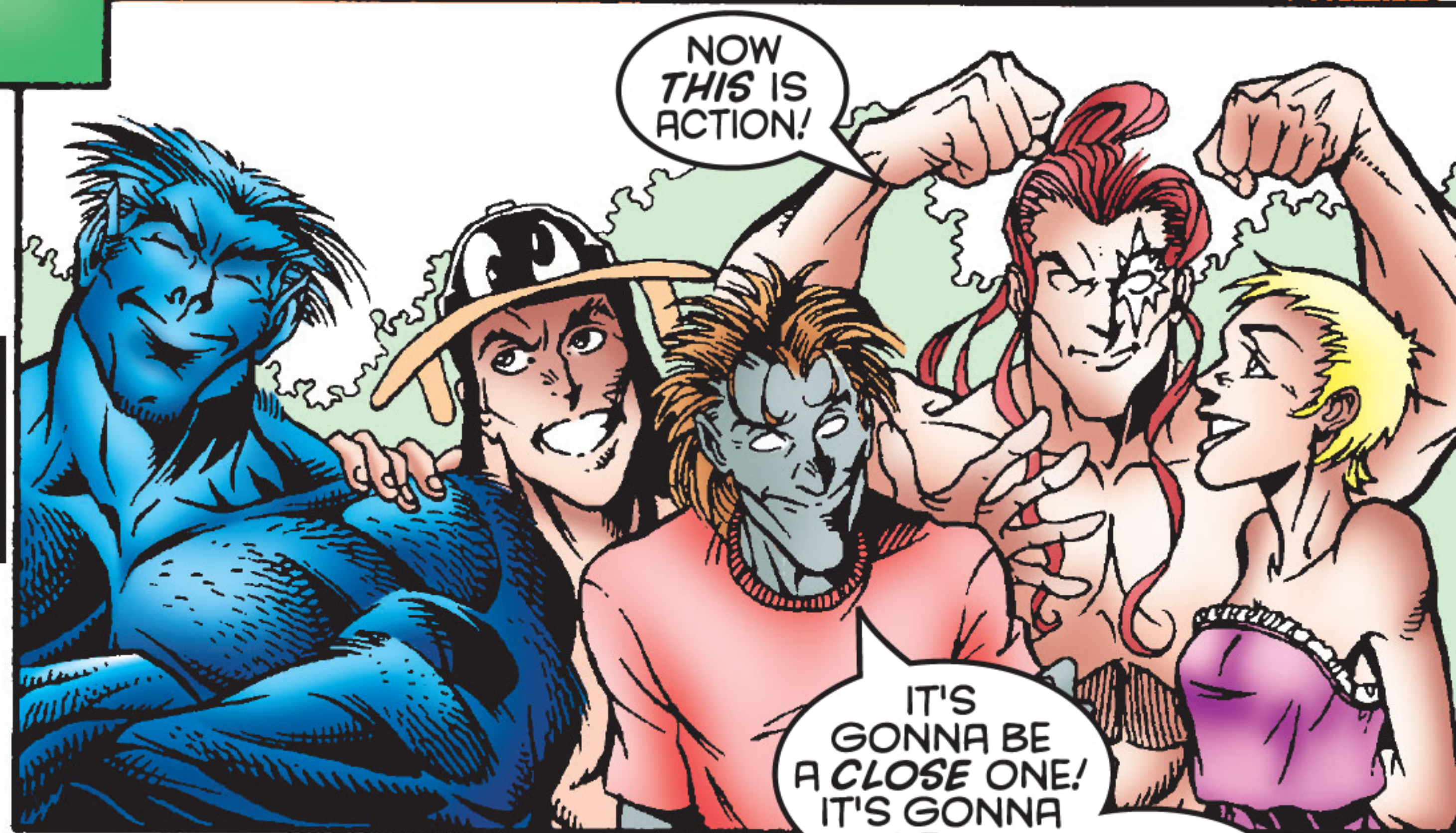
YA
SHOULD LEFT
IT TO THE
JUBESTER!

TAKE IT,
MONET!



"JUBILEE FIRES IT TO
THIRD, BUT SHE'S TOO
LATE --

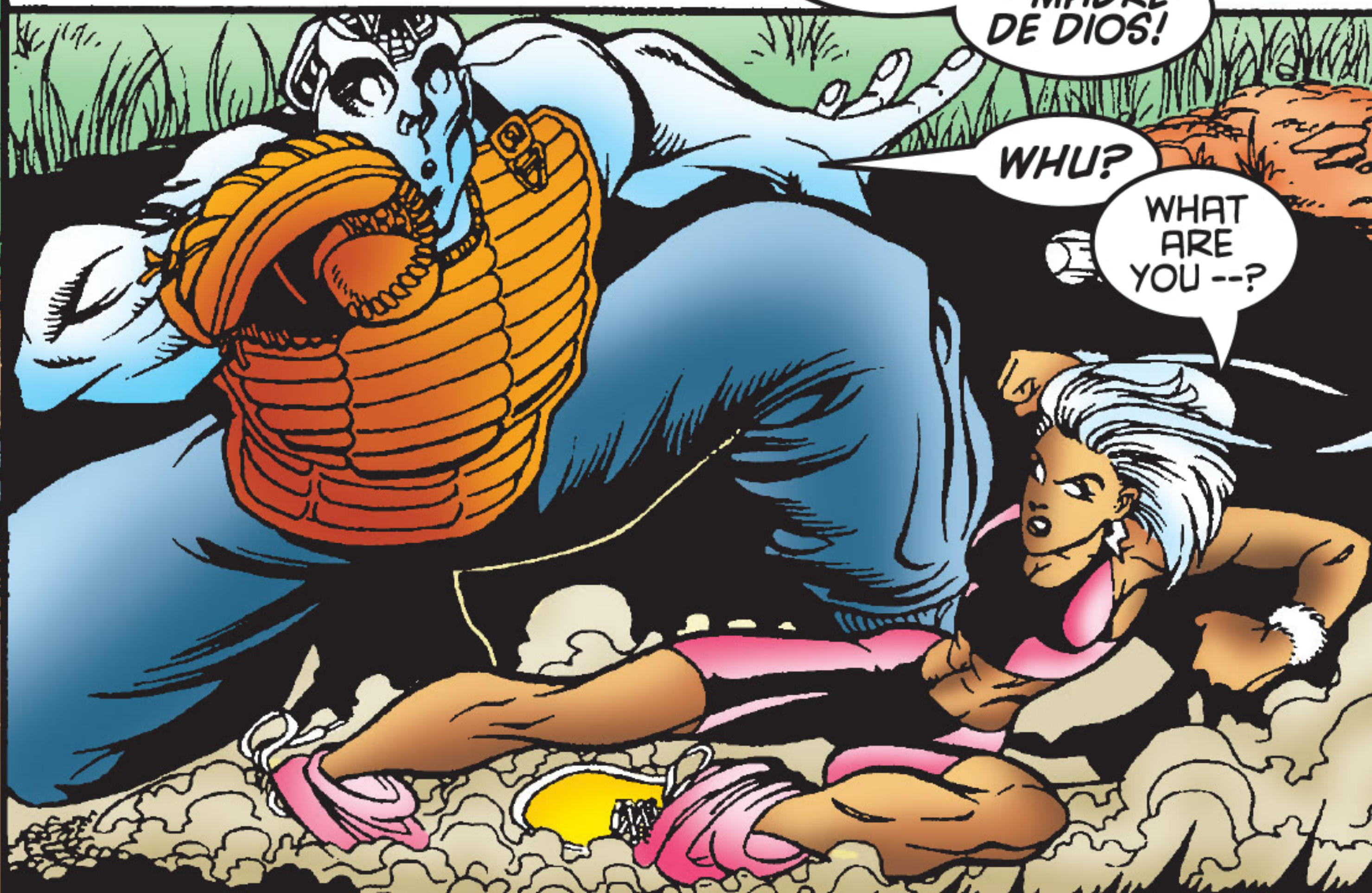
"-- MEANWHILE,
BEAST HAS
SCORED AND
THE GAME IS
TIED!"



NOW
THIS IS
ACTION!

IT'S
GONNA BE
A CLOSE ONE!
IT'S GONNA
BE --

-- MADRE
DE DIOS!



WHU?

WHAT
ARE
YOU --?



-- BY THE
GODDESS!

SENTINEL?

HOW DID
THAT THING GET
PAST MANSION'S
PERIMETER
SENSORS?

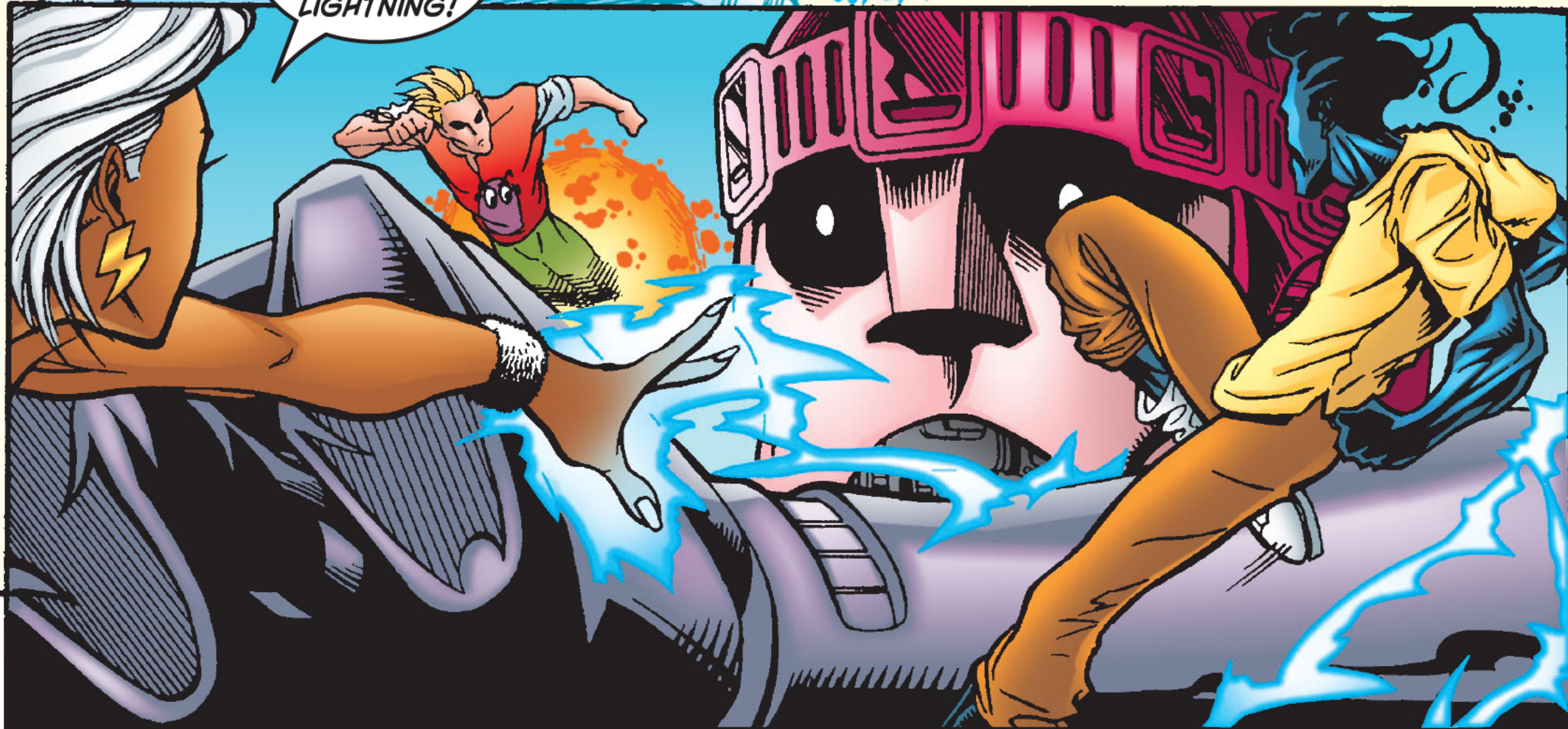
LOOK AT ALL
THAT **BATTLE**
DAMAGE!

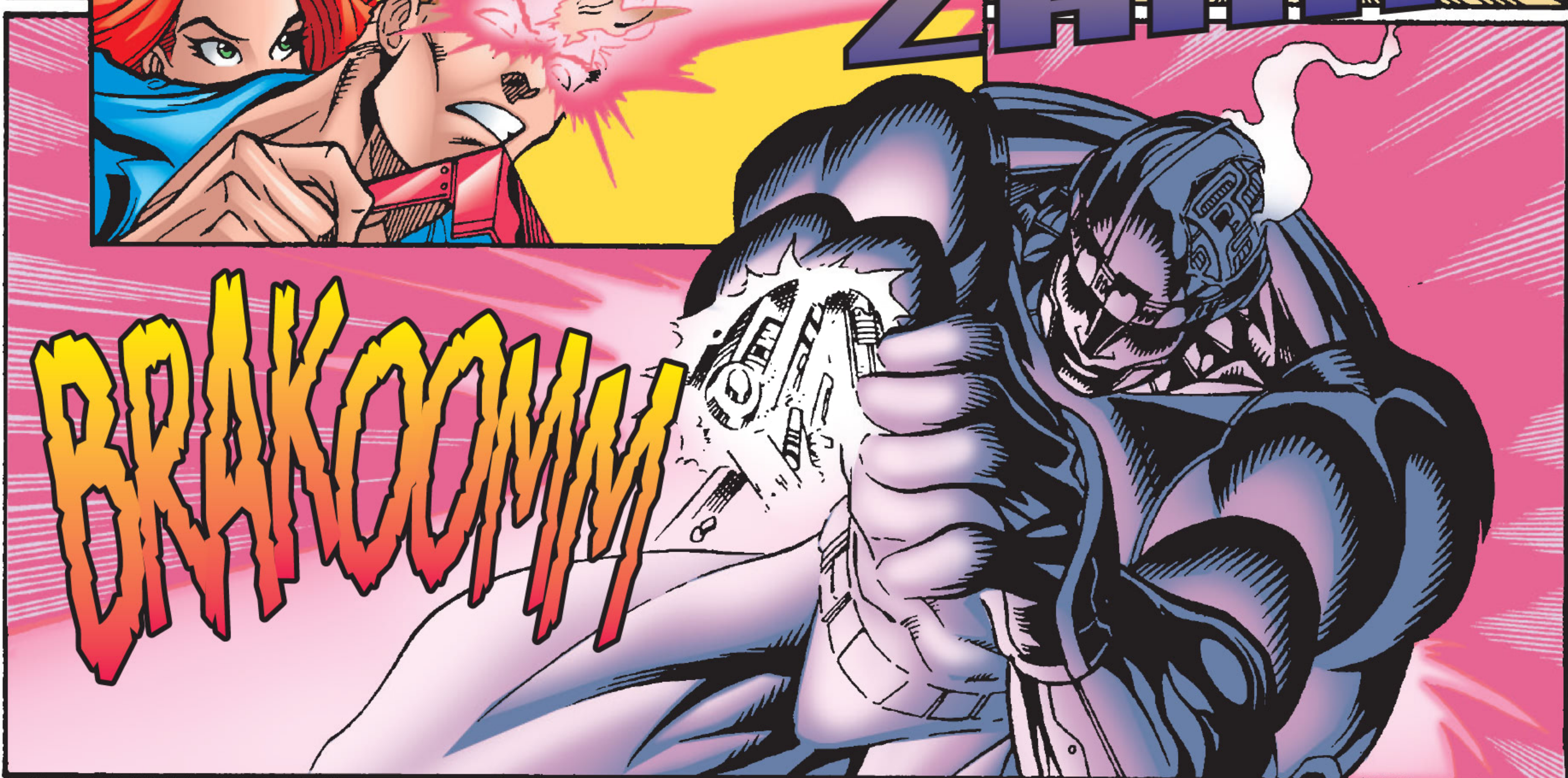
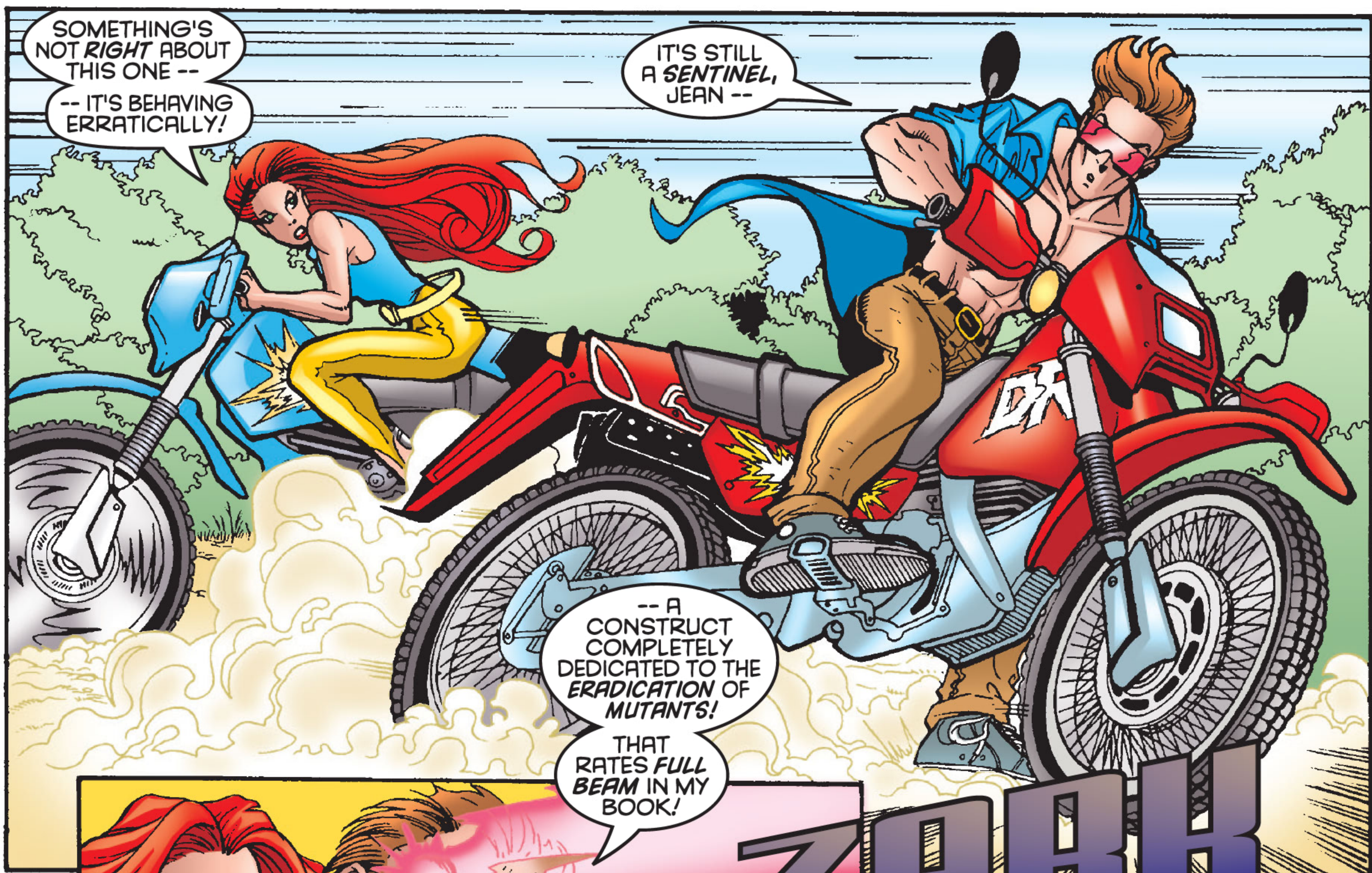
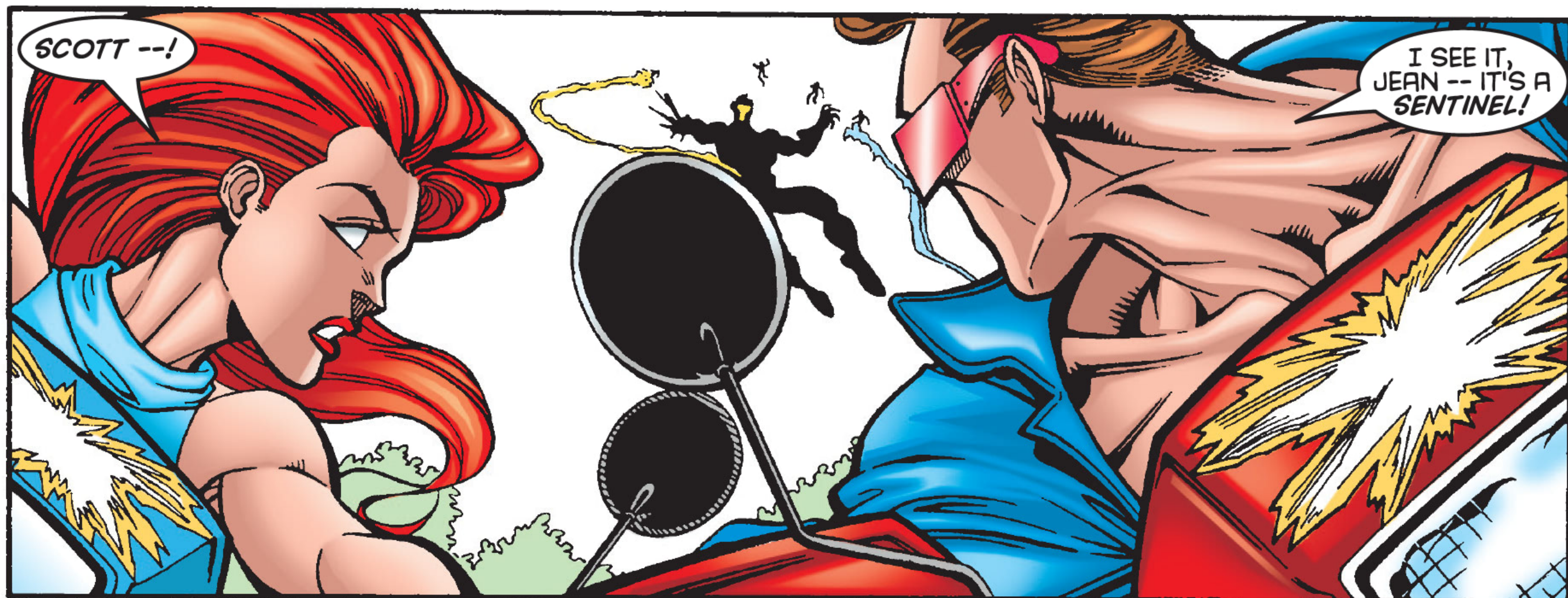
DAMAGED
OR NOT, A
SENTINEL IS ALWAYS
A FORMIDABLE
ADVERSARY!

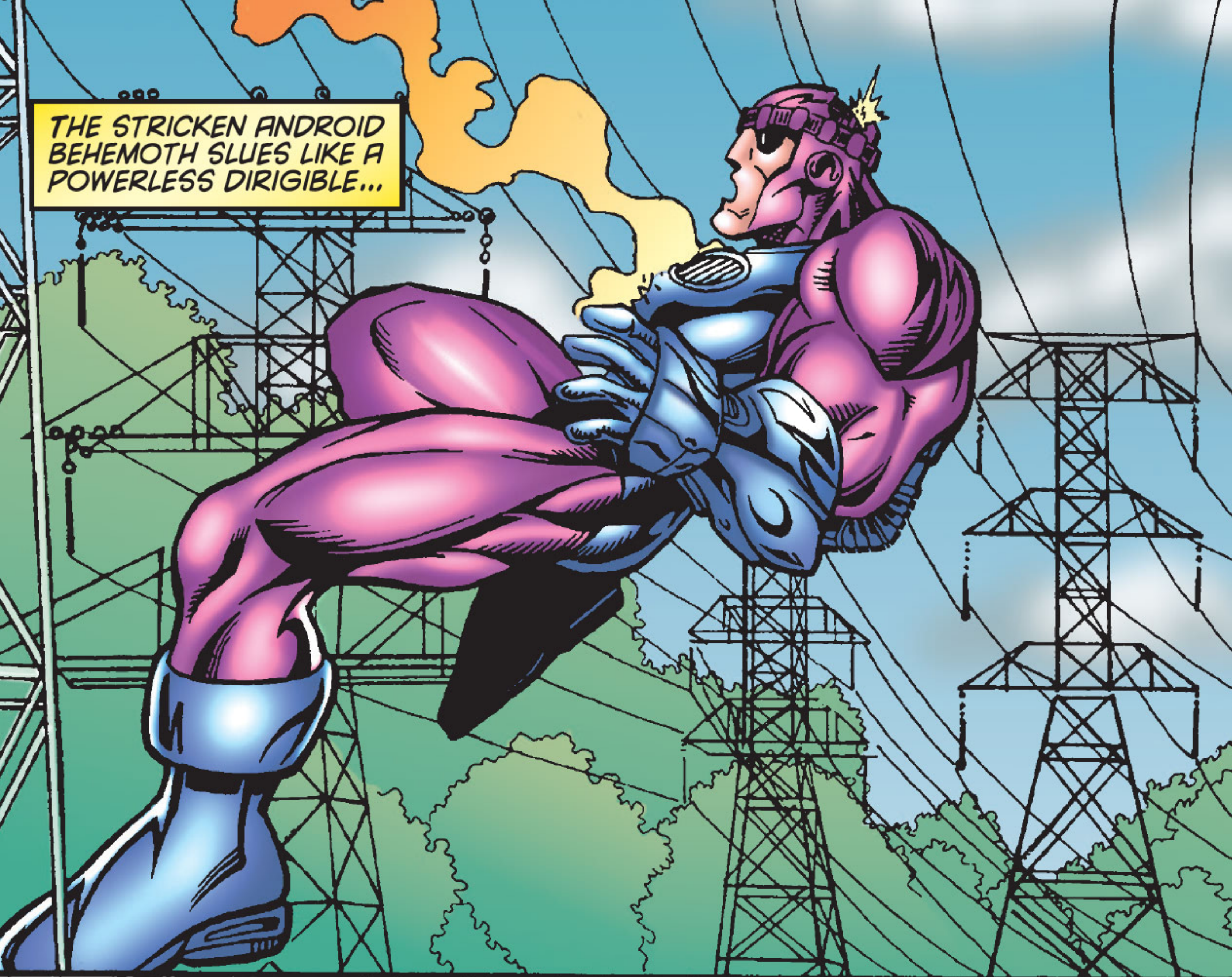
WE NEED A
COORDINATED
PLAN OF
ATTACK!

ROGUE
AND **SUNSPOT**,
DEPLOY TO HIS
FLANKS --

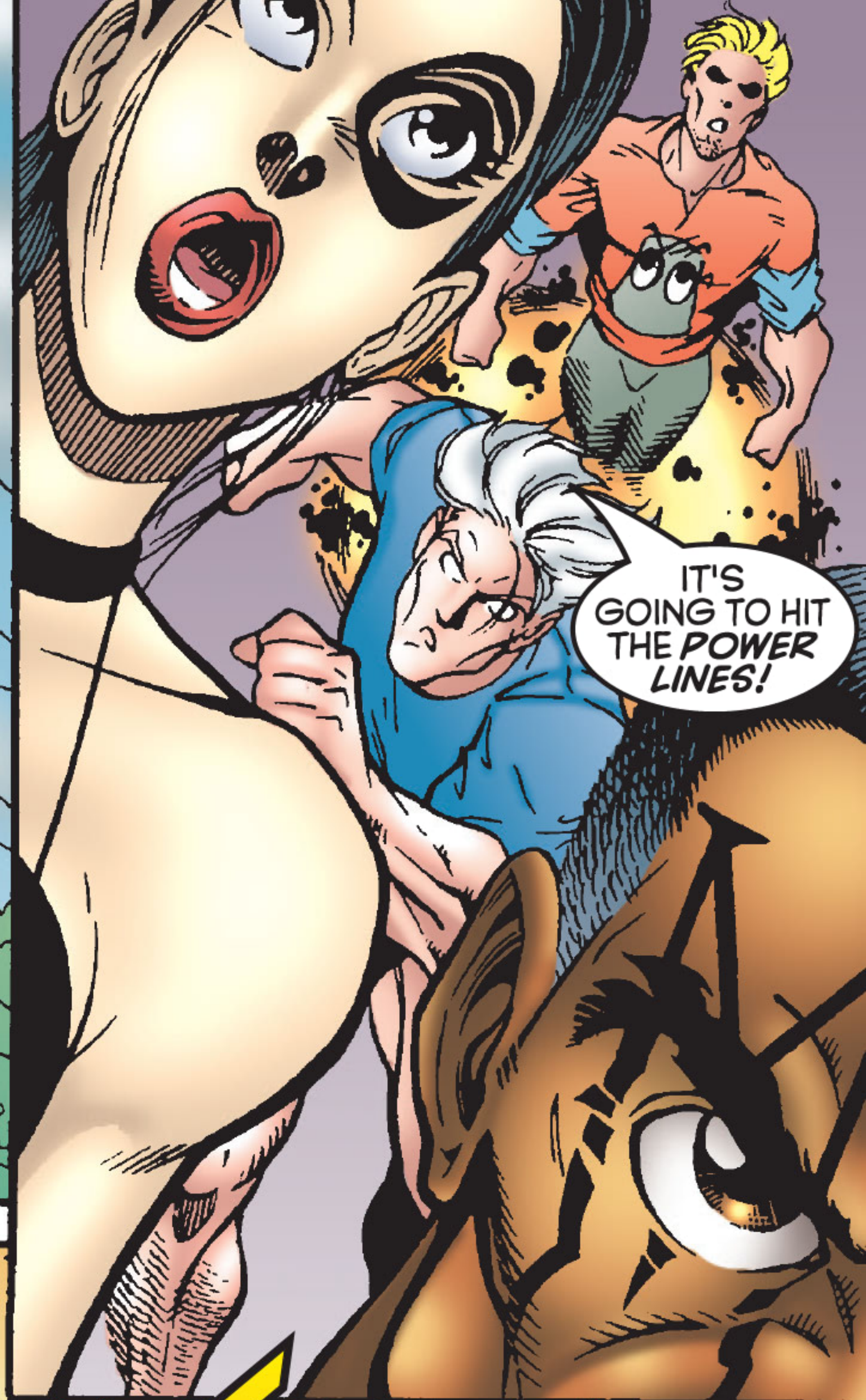
-- WHILE
I INITIATE
A **FRONTAL**
FEINT WITH
LIGHTNING!



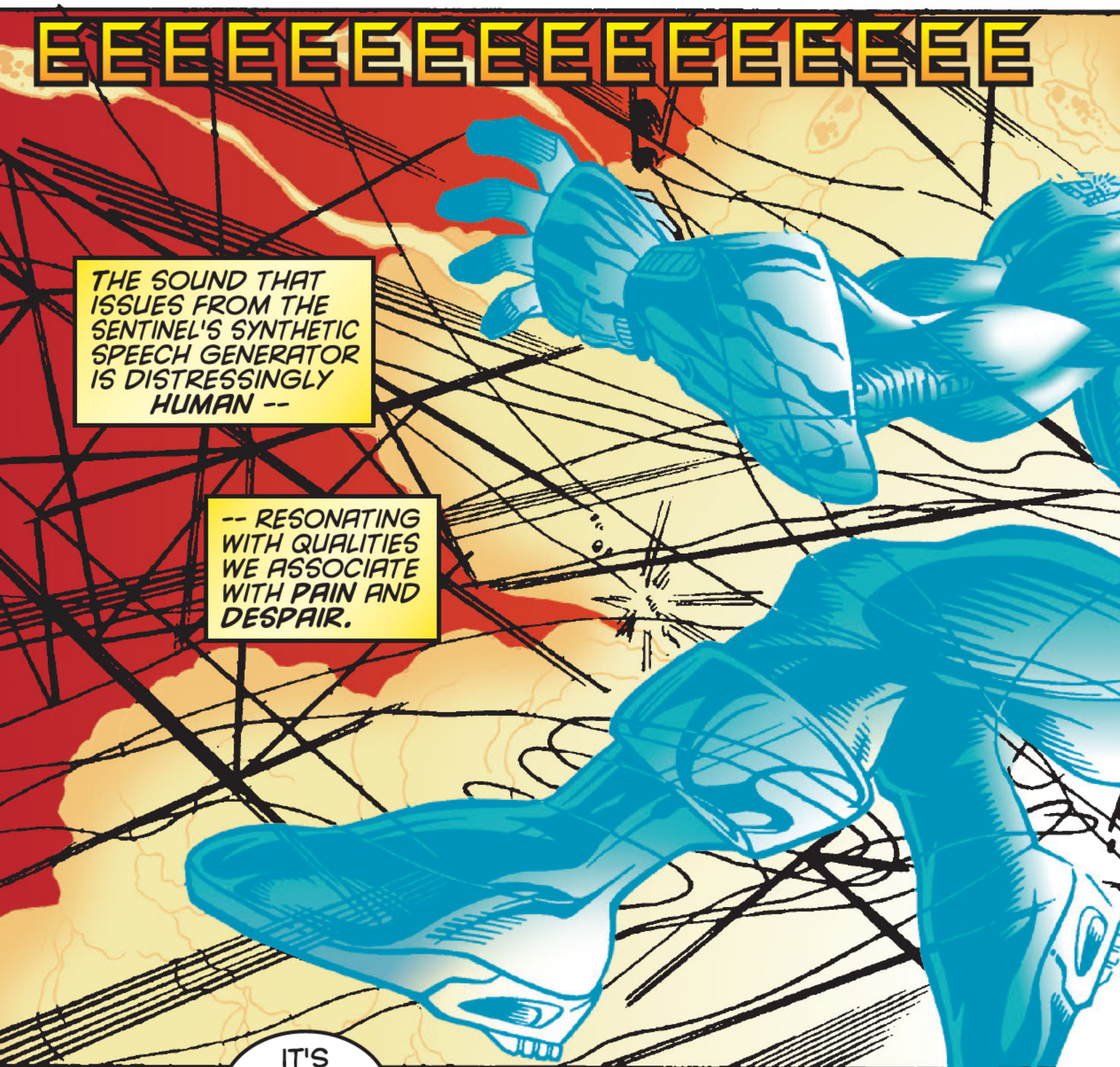




THE STRICKEN ANDROID BEHEMOTH SLUES LIKE A POWERLESS DIRIGIBLE...



IT'S GOING TO HIT THE POWER LINES!



THE SOUND THAT ISSUES FROM THE SENTINEL'S SYNTHETIC SPEECH GENERATOR IS DISTRESSINGLY HUMAN --

-- RESONATING WITH QUALITIES WE ASSOCIATE WITH PAIN AND DESPAIR.

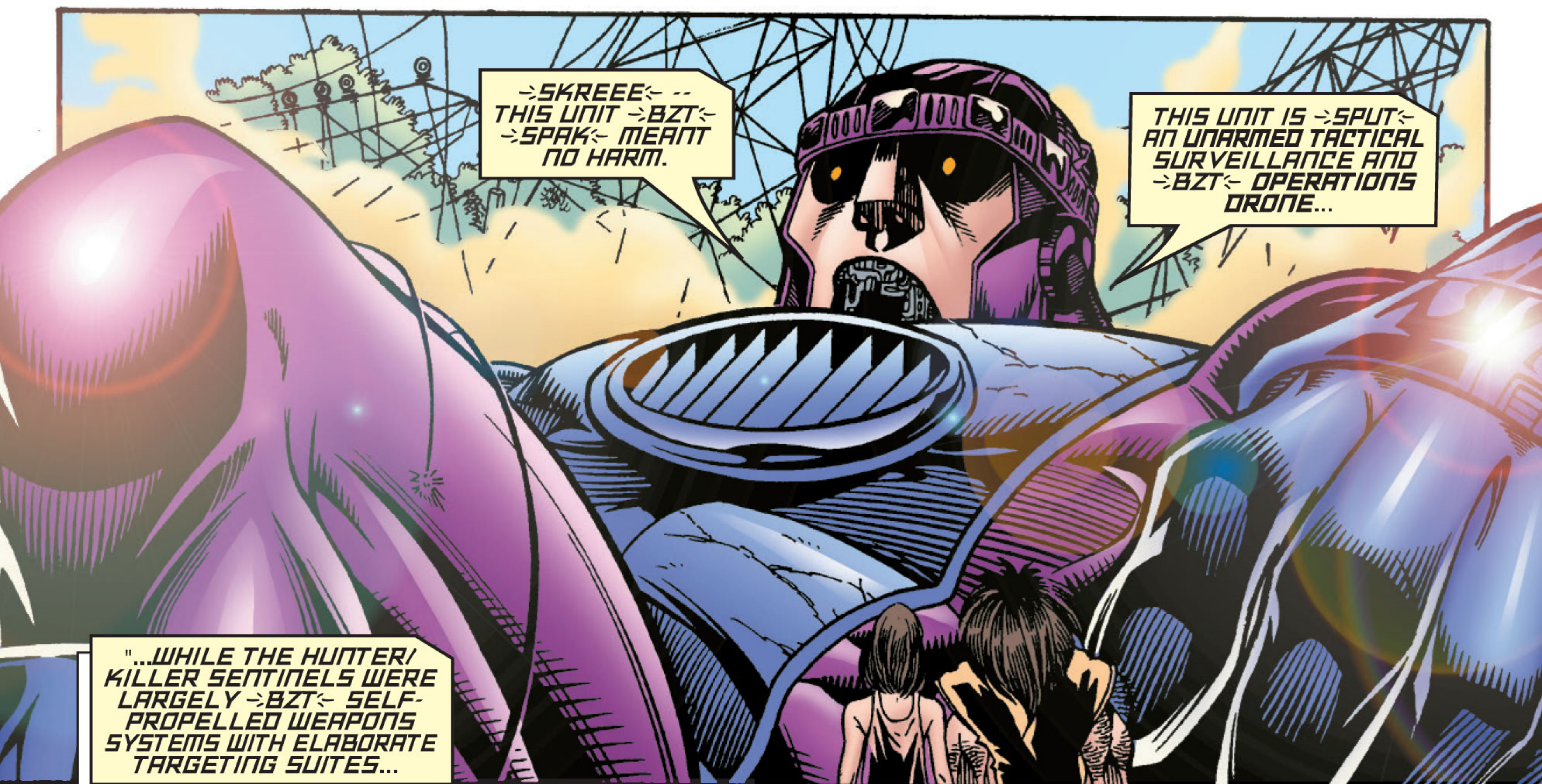


IT'S HURTING! IT'S... DYING.

IT CAN'T HURT AND IT CAN'T DIE --

-- IT'S A SOULLESS MACHINE!

I HAD A RUN-IN ONCE WITH A SENTINEL THAT COULD THINK FOR ITSELF --@



→SKREEE← --
THIS UNIT →BZT←
→SPAK← MEANT
NO HARM.

THIS UNIT IS →SPUT←
AN UNARMED TACTICAL
SURVEILLANCE AND
→BZT← OPERATIONS
DRONE...

"...WHILE THE HUNTER/
KILLER SENTINELS WERE
LARGELY →BZT← SELF-
PROPELLED WEAPONS
SYSTEMS WITH ELABORATE
TARGETING SUITES...



"...THIS UNIT'S DEDICATED
TASK WAS TO →BWEEEE←
OBSERVE, ANALYZE, AND
TRANSMIT INTELLIGENCE
→SPAK← UPDATES TO
THE HUNTER/KILLERS.

"TO THAT END, THIS
UNIT WAS EQUIPPED
→BZT← WITH AN UP-
GRADED PROCESSOR...



"...AND A LONG RANGE ->SPAK<-
SENSOR PACKAGE WITH WHICH
THIS UNIT WAS CAPABLE OF
MONITORING ->BZT<- ALL THAT
TRANSPIRED CONCERNING
ONSLAUGHT FROM A HIGH
GEOSYNCHRONOUS ORBIT.

"THIS UNIT'S PROCESSORS
COLLATED ALL ->SPUT<-
INCOMING DATA AND BUILT
AN EXTRAPOLATION MODEL
UPON WHICH TO ->BWEEEE<-
OVERLAY PROGRESSIVE
TACTICAL SCENARIOS.

"THERE SHOULD HAVE
BEEN AN ->SPAK<- INFINITE
VARIETY OF TIME STRINGS
PROJECTED FROM THIS
EXTRAPOLATION --

-- INSTEAD THERE WAS A
->BZT<- SINGLE TIME STRING THAT
DOMINATED THE PROJECTIONS
AND THE ->SPAK<- RAMIFICATIONS
OF THAT STRING TRIGGERED
SYSTEM WARNINGS IN THIS UNIT
->SPUT<- BECAUSE OF POSSIBLE
PRIME DIRECTIVE VIOLATIONS.®

 THE PRIME DIRECTIVE OF
SENTINELS -- TO HUNT DOWN
AND ELIMINATE ALL MUTANTS.



"THIS UNIT BORE WITNESS TO THE -BZT- DEPARTURE OF PROFESSOR CHARLES XAVIER -- HE WHOSE PSI-SIGNATURE WAS PART OF THE ENTITY ONSLAUGHT -- FROM THESE -SPAK- GROUNDS AND HIS SURRENDER TO THE AUTHORITIES.

"WITH THE DEACTIVATION -BWEEEE- OF THE SENTINEL CENTRALIZED COMMUNICATION NET, THIS UNIT WAS CUT OFF -SPUT SPUT- AT THE OUTER EDGE OF THE ATMOSPHERE.

"THIS UNIT HAD THE TIME TO PONDER -BZT- THE EXTRAPOLATIVE MODEL AND CONSIDER -SPAK- THE IMPACT ON HUMANITY AND AFTER EXHAUSTIVE DATA CHECKS --

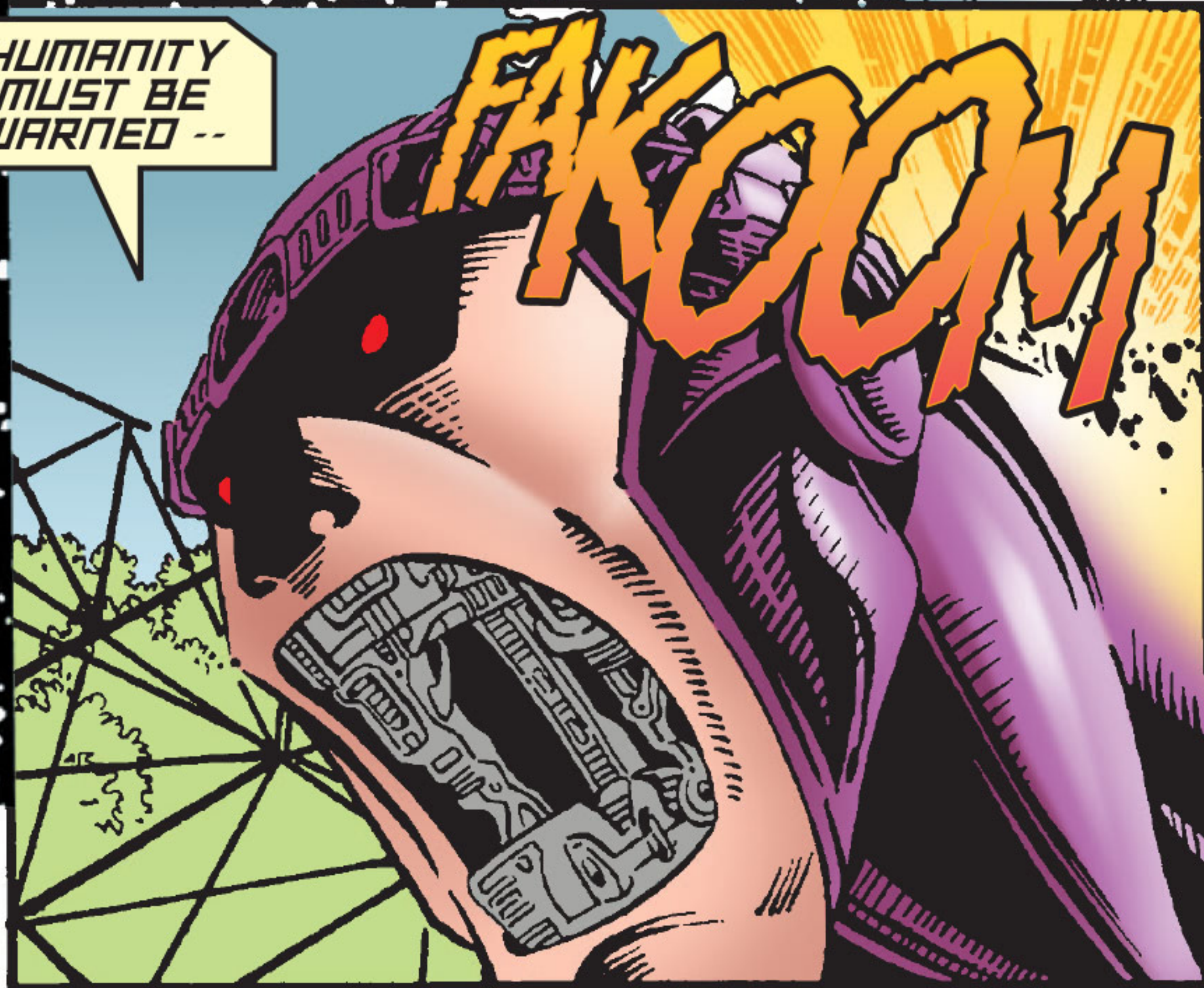


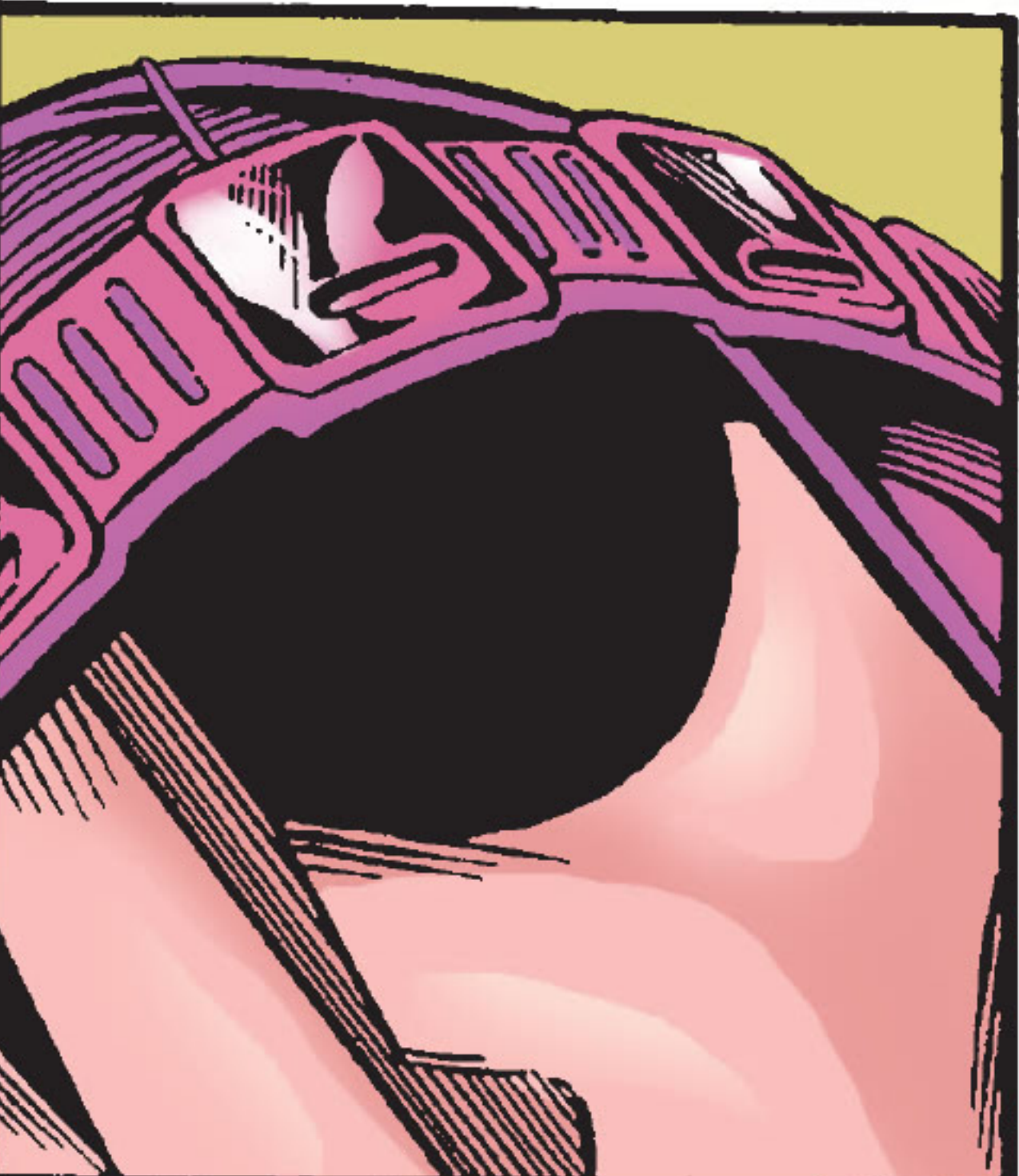
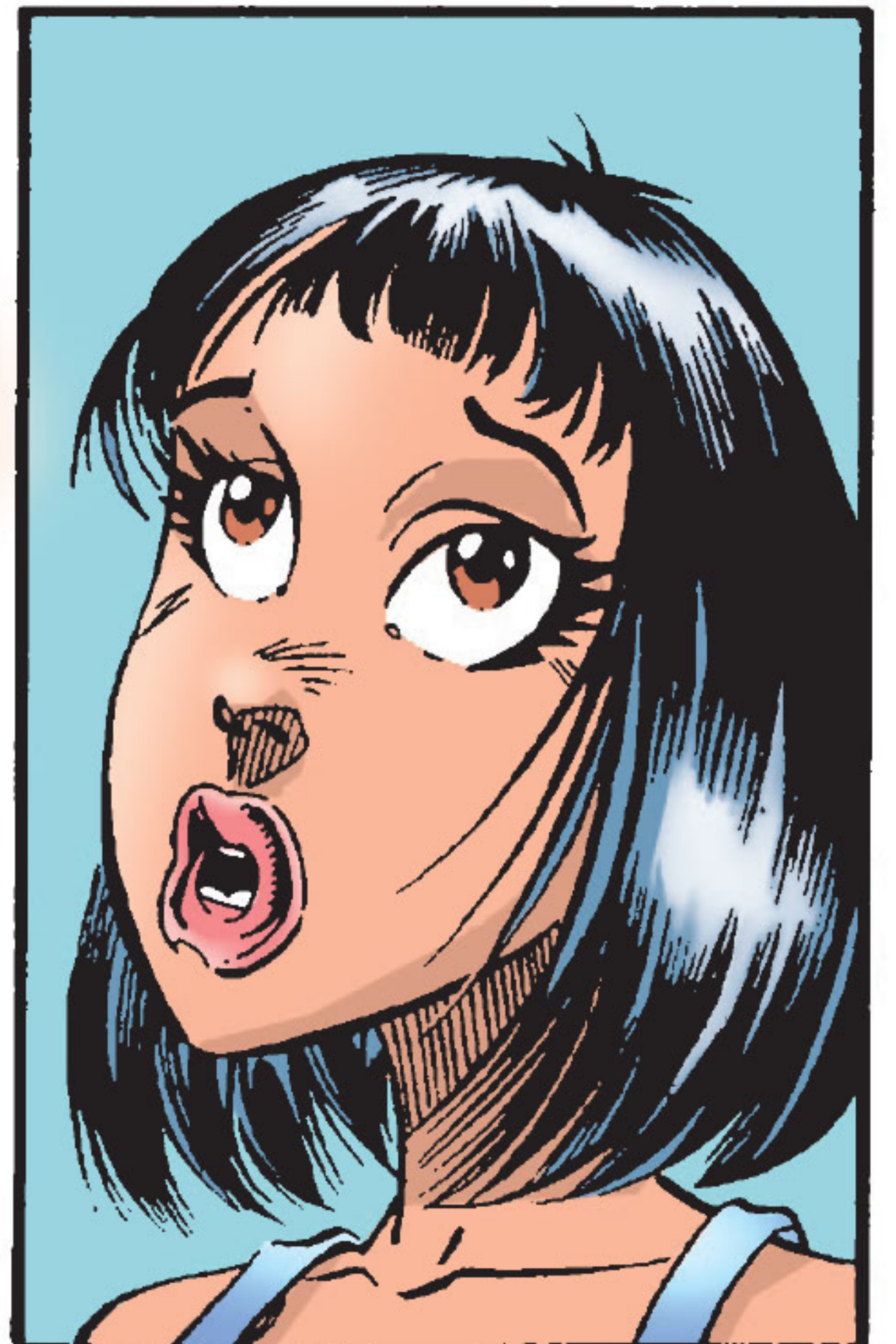
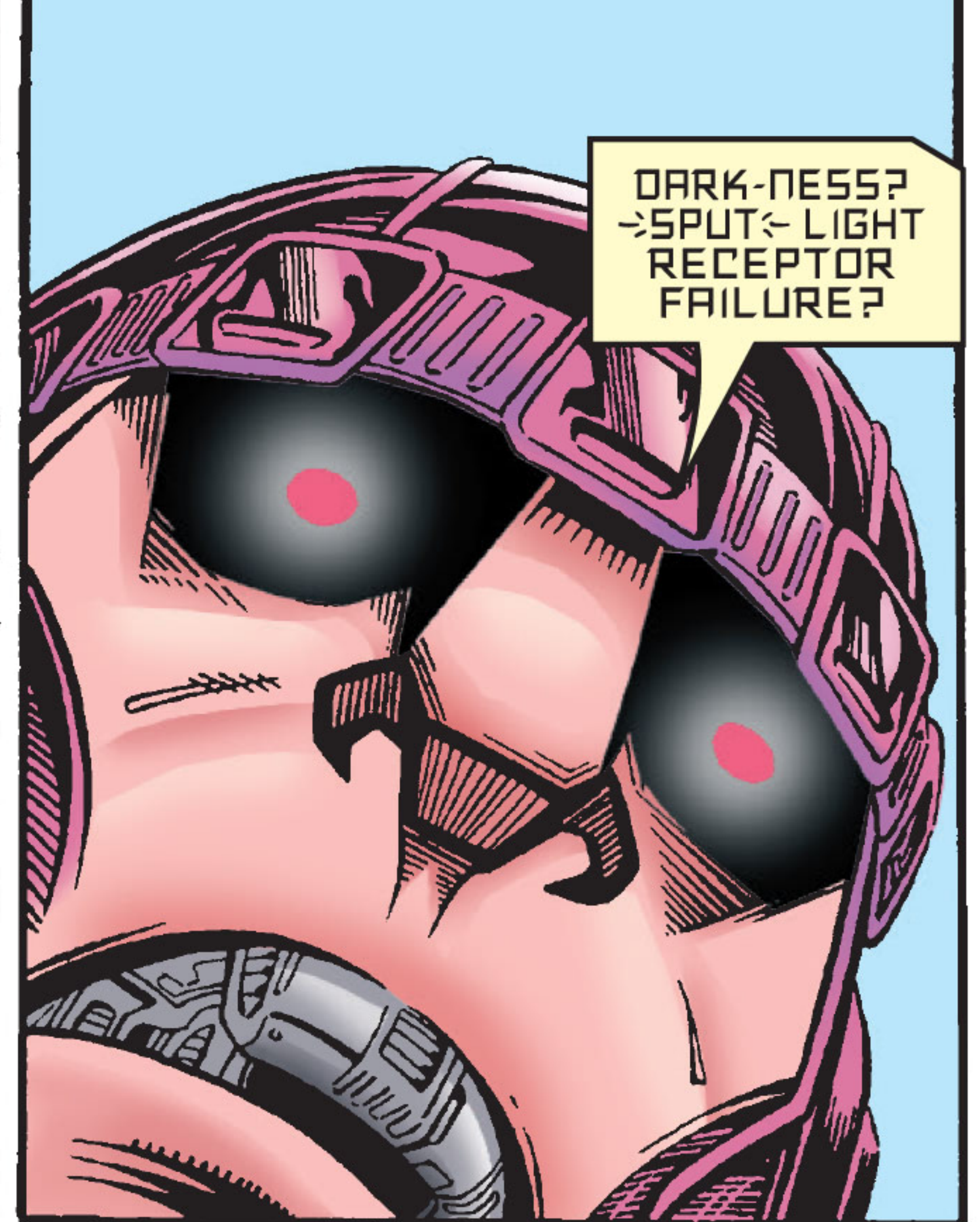
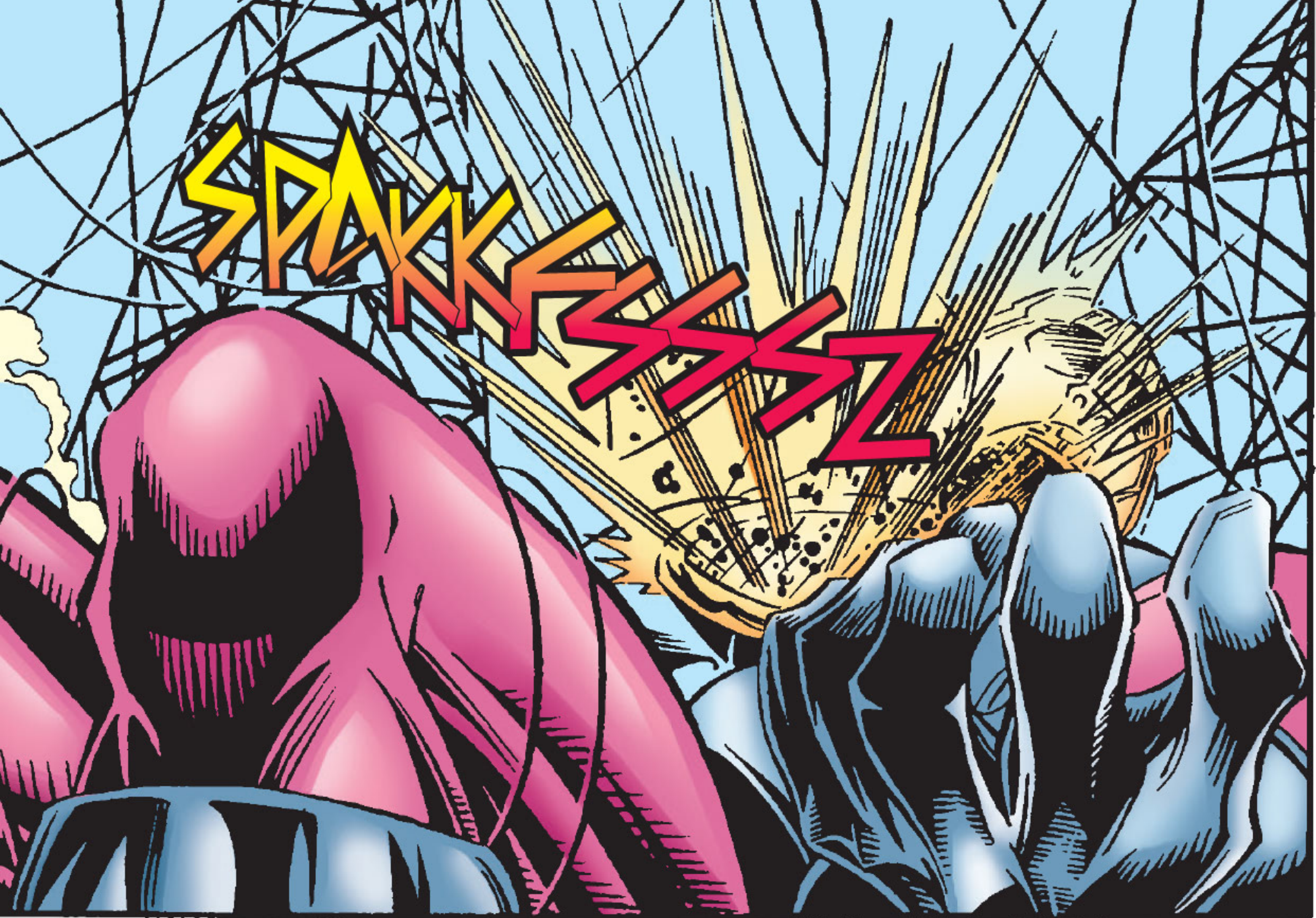
-- THIS UNIT OPTED TO OVERRIDE ITS -SPUT- PROGRAMMING AND NOTIFY THE VERY MUTANTS IT WAS DEDICATED TO -BZT- DESTROYING BECAUSE OF THE PRIME -SPAK- DIRECTIVE VIOLATION.

HUMANITY MUST BE WARNED --

FAKOOOM

SKREEEEEE



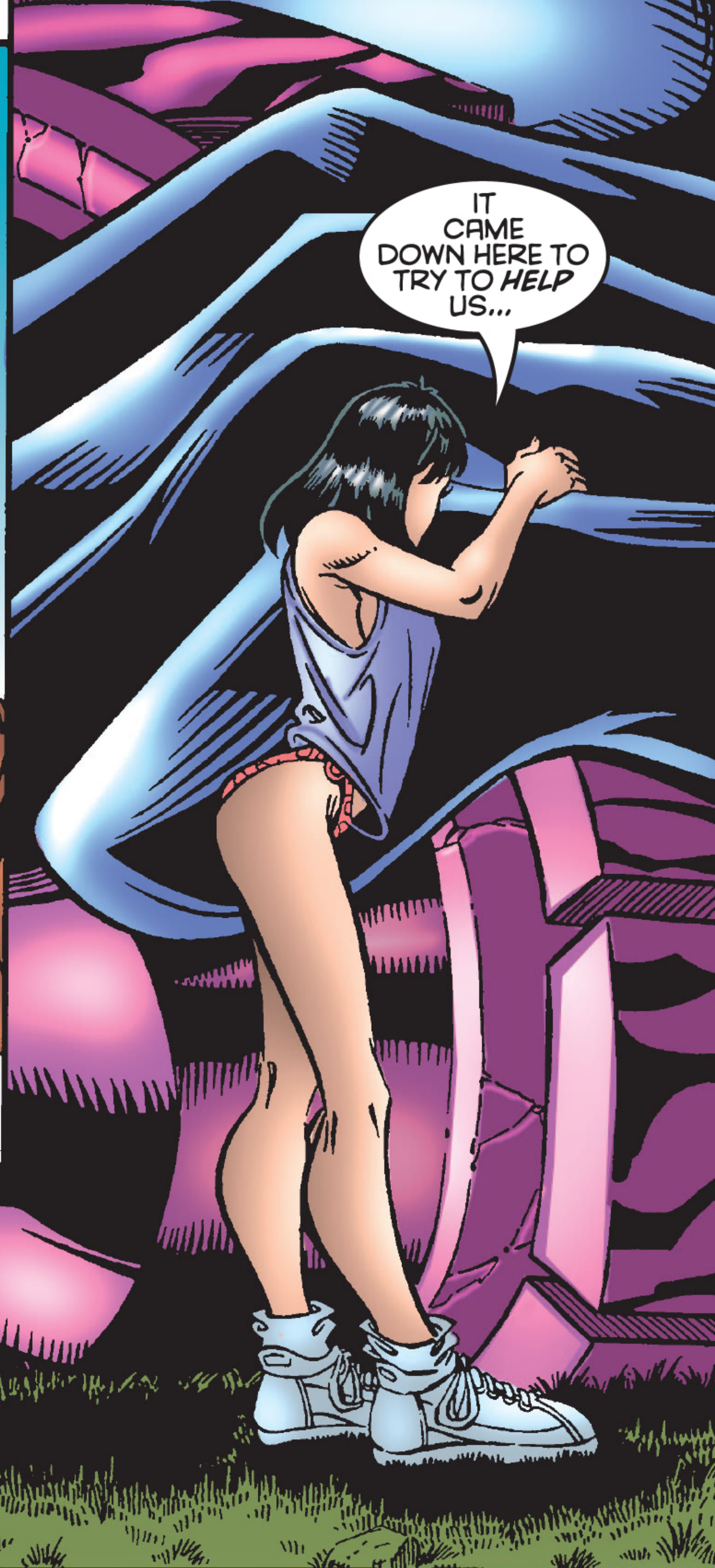




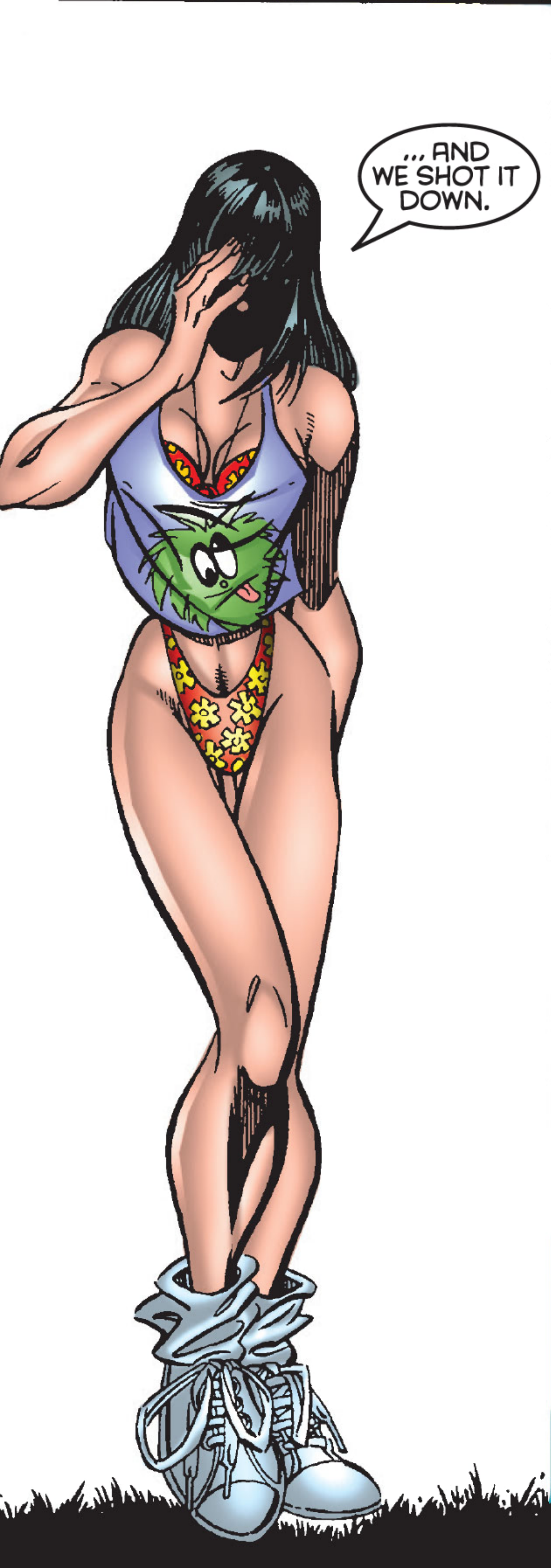
THEY
GAVE IT AN
ADVANCED COMPUTER
TO PROCESS TACTICAL
DATA AND IT EVOLVED
INTO A FORM OF CYBER-
CONSCIOUSNESS --

-- IT
DEVELOPED A
CONSCIENCE. MAYBE
SOME UNFORESEEN
AFTER-EFFECT OF ITS
INTERFACE WITH
ONSLAUGHT.

IT WANTED
TO *WARN* US --
BUT ABOUT
WHAT?



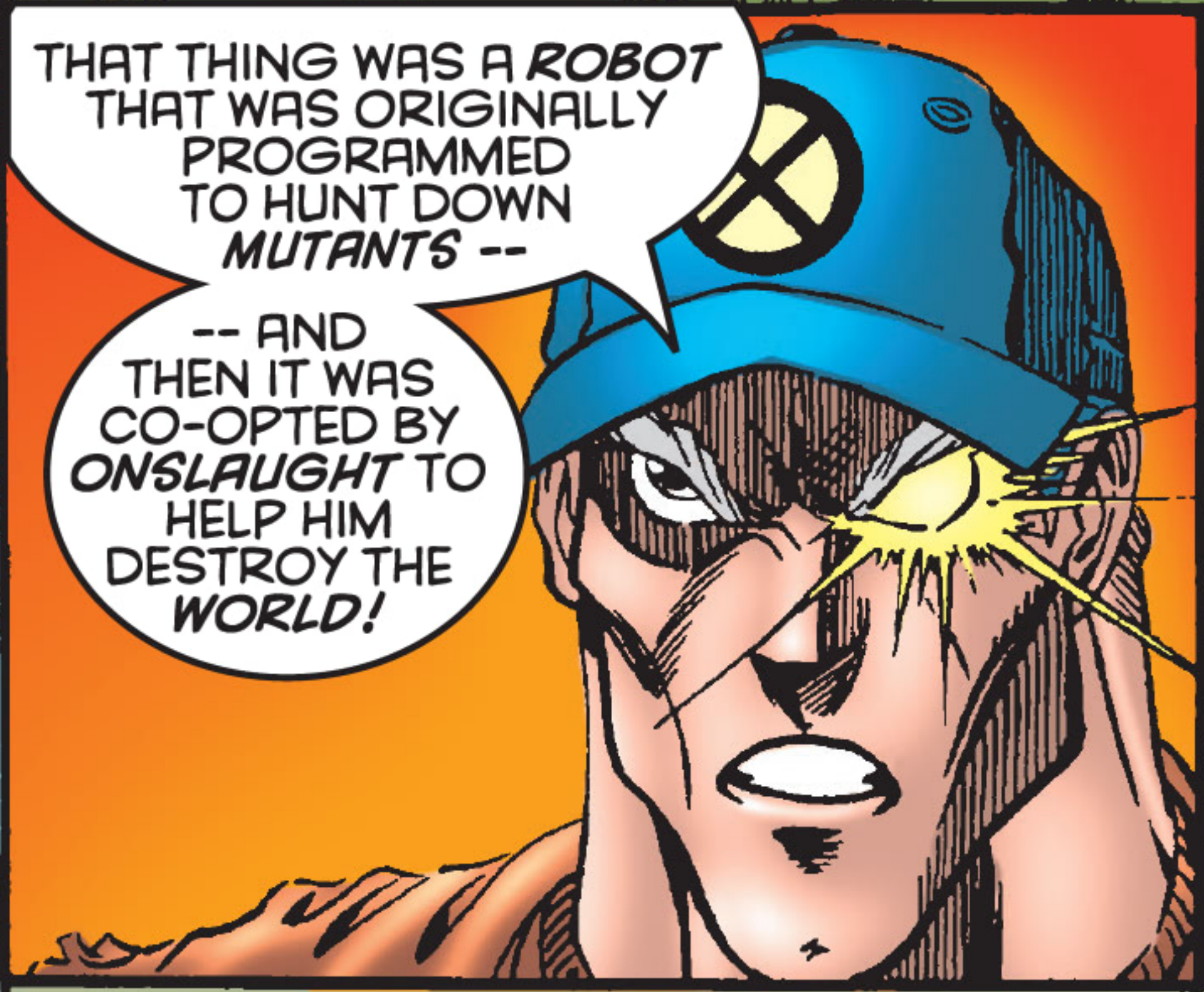
IT
CAME
DOWN HERE TO
TRY TO *HELP*
US...



... AND
WE SHOT IT
DOWN.



Oh,
LOGAN --
I WAS LOOKING
RIGHT INTO ITS
EYES WHEN IT
DIED!



THAT THING WAS A *ROBOT*
THAT WAS ORIGINALLY
PROGRAMMED
TO HUNT DOWN
MUTANTS --

-- AND
THEN IT WAS
CO-OPTED BY
ONSLAUGHT TO
HELP HIM
DESTROY THE
WORLD!



EVEN IF IT WAS
A MACHINE, IT WAS
A MACHINE THAT
KNEW IT WAS GOIN'
TO DIE AND WAS
AFRAID.

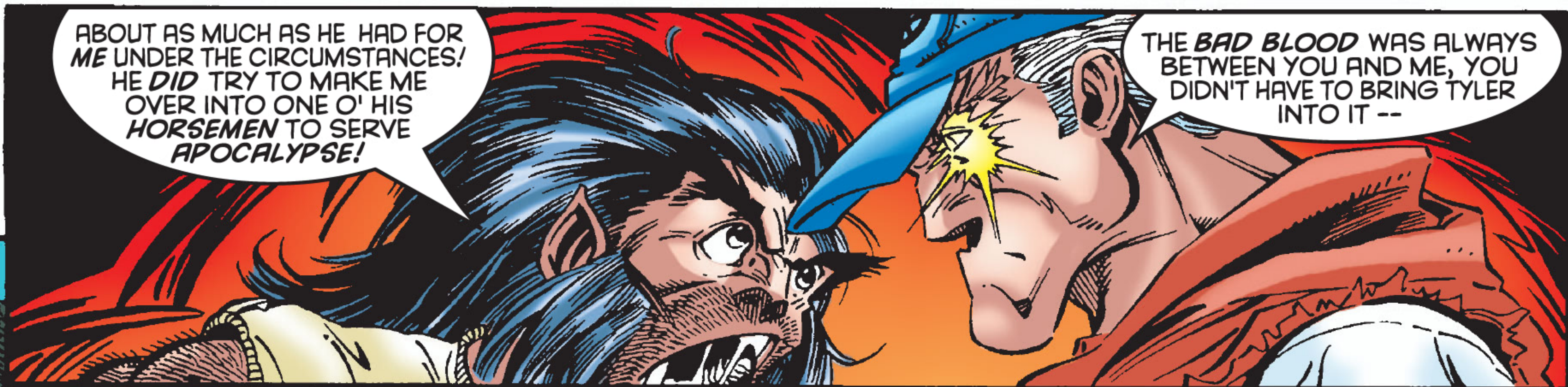
THAT
HITS HOME
WITH SOME OF
US, CABLE --
IT'S CALLED
EMPATHY.



I'VE SEEN MORE *REAL* PEOPLE DIE THAN YOU CAN IMAGINE -- AND YOU'RE LECTURING ME ABOUT EMPATHY?

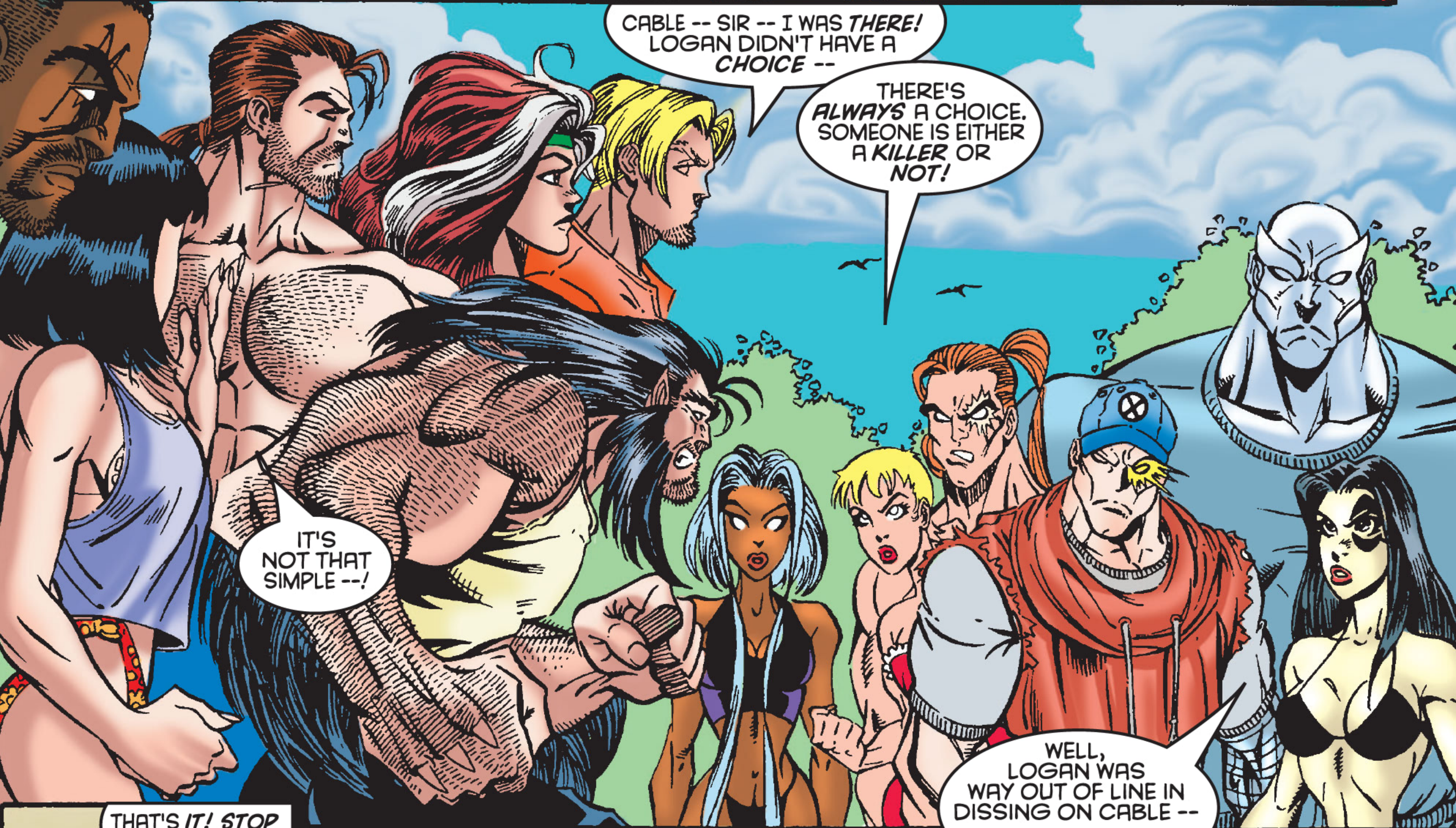
YOU DON'T KNOW THE MEANING OF THE WORD!

HOW MUCH *EMPATHY* DID YOU HAVE FOR TYLER WHEN YOU KILLED HIM?



ABOUT AS MUCH AS HE HAD FOR ME UNDER THE CIRCUMSTANCES! HE *DID* TRY TO MAKE ME OVER INTO ONE O' HIS HORSEMEN TO SERVE APOCALYPSE!

THE *BAD BLOOD* WAS ALWAYS BETWEEN YOU AND ME, YOU DIDN'T HAVE TO BRING TYLER INTO IT --



CABLE -- SIR -- I WAS *THERE*! LOGAN DIDN'T HAVE A CHOICE --

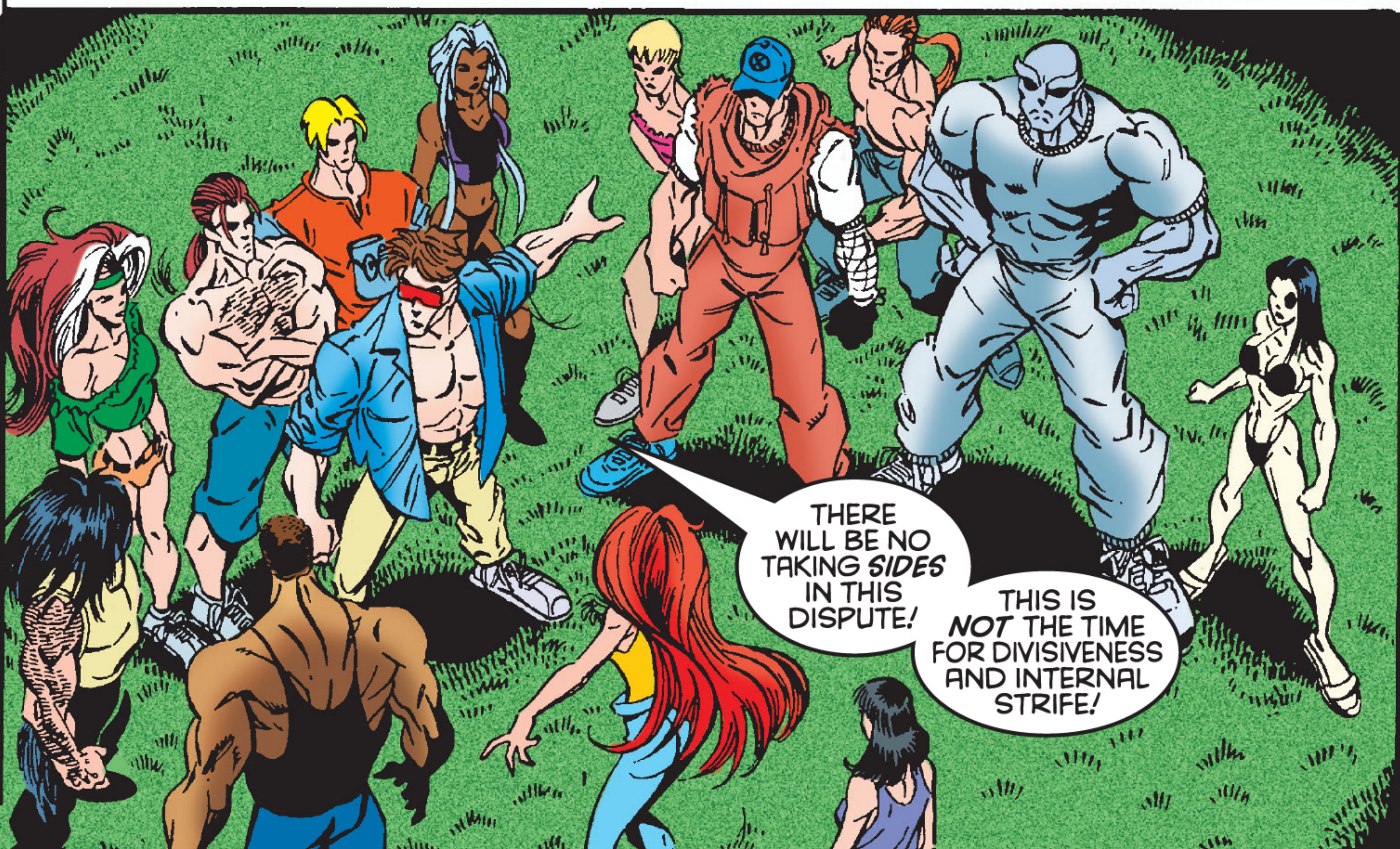
THERE'S *ALWAYS* A CHOICE. SOMEONE IS EITHER A KILLER OR NOT!

IT'S NOT THAT SIMPLE --!

WELL, LOGAN WAS WAY OUT OF LINE IN DISSING ON CABLE --

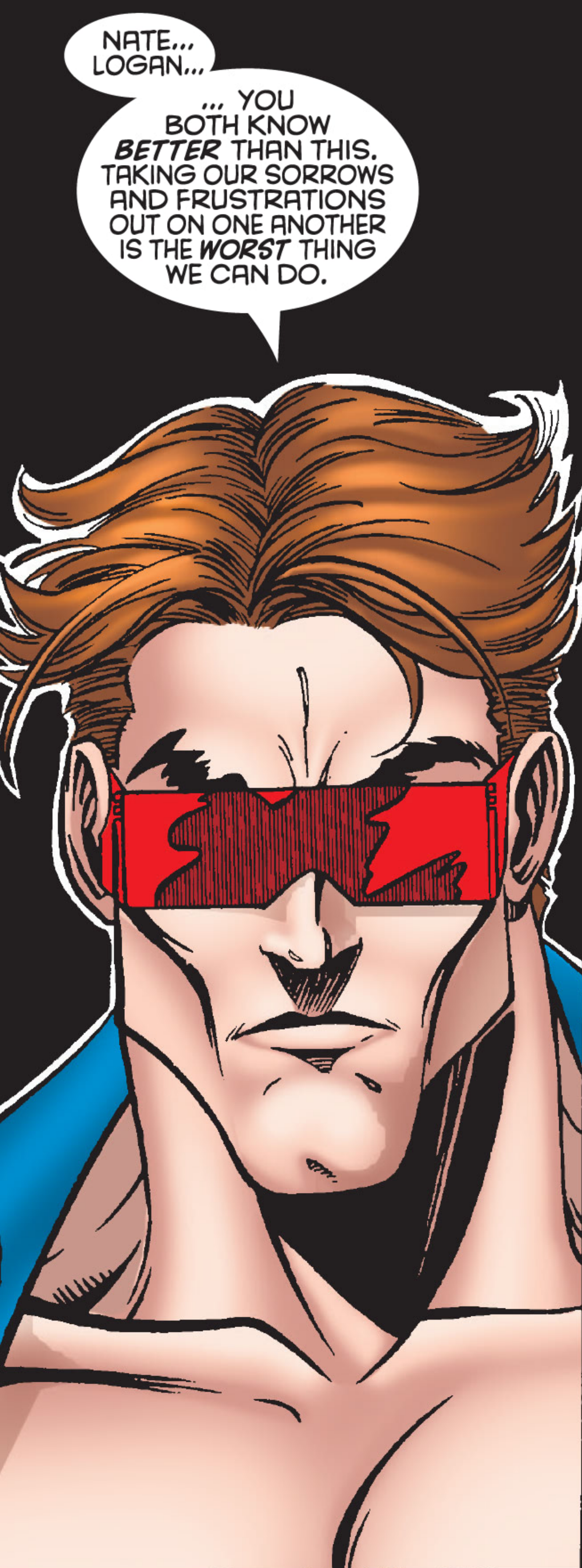


THAT'S IT! STOP IT RIGHT THERE! TIME OUT!



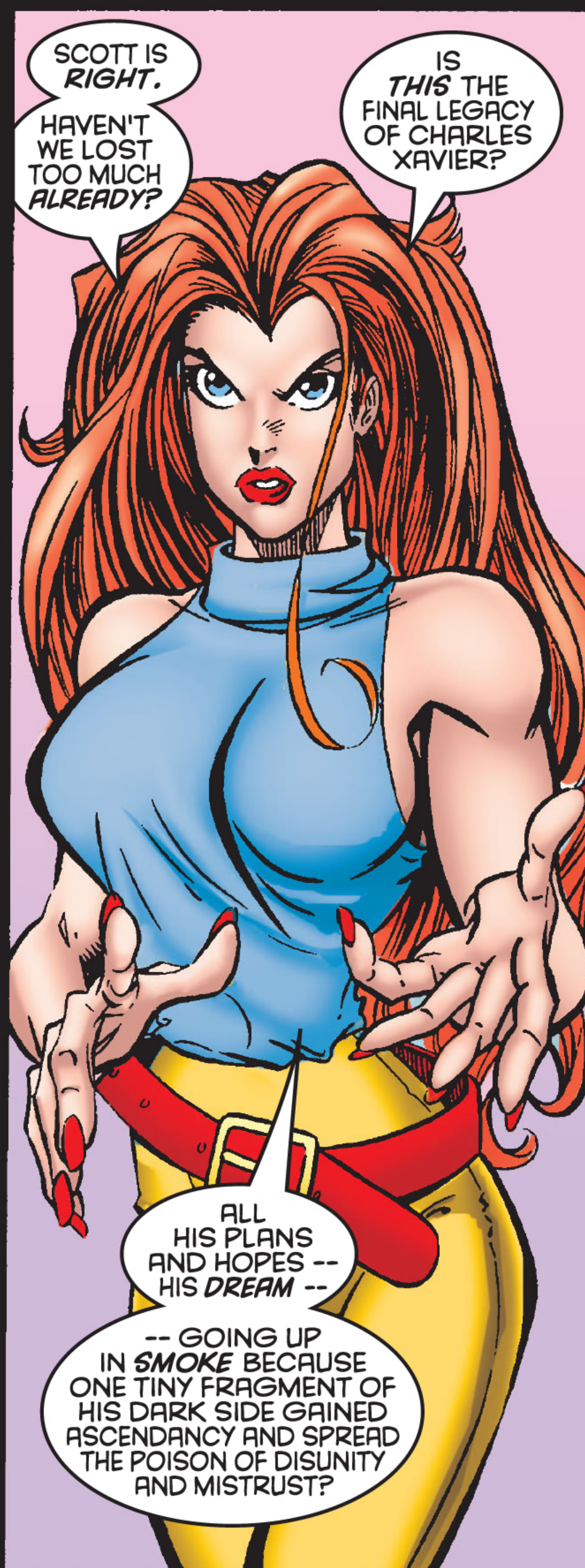
THERE WILL BE NO TAKING *SIDES* IN THIS DISPUTE!

THIS IS *NOT* THE TIME FOR DIVISIVENESS AND INTERNAL STRIFE!



NATE...
LOGAN...

... YOU
BOTH KNOW
BETTER THAN THIS.
TAKING OUR SORROWS
AND FRUSTRATIONS
OUT ON ONE ANOTHER
IS THE **WORST** THING
WE CAN DO.



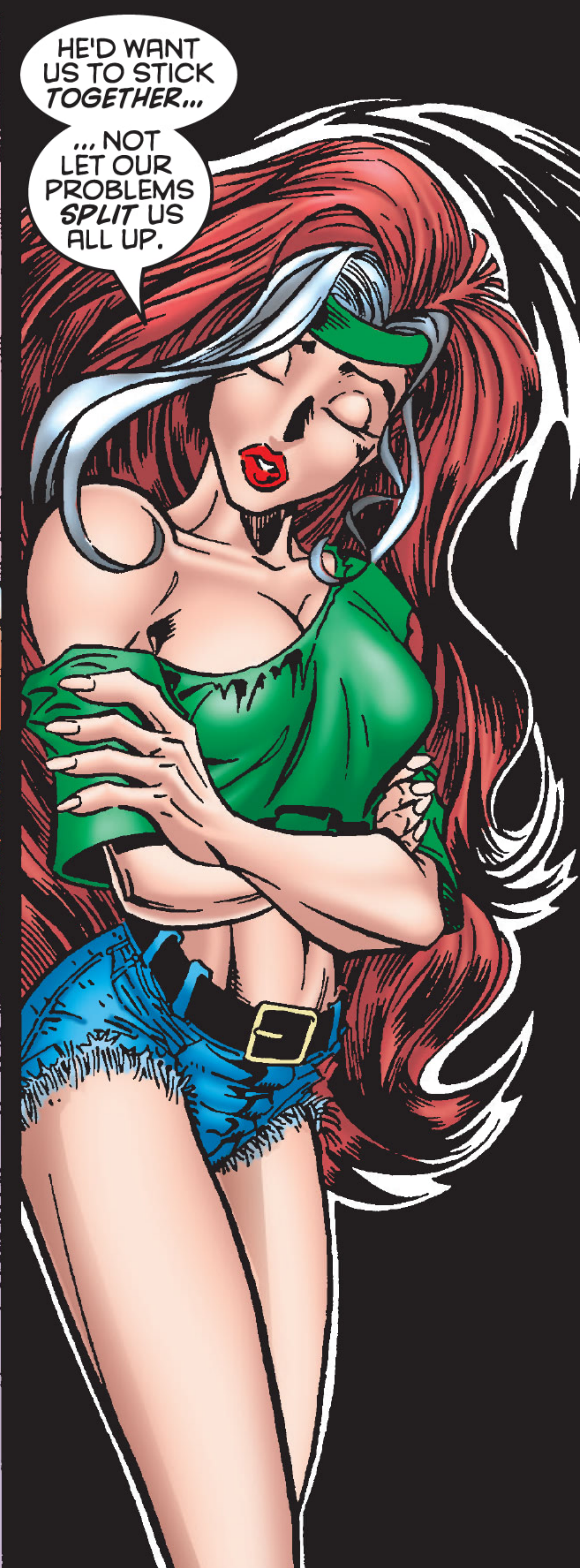
SCOTT IS
RIGHT.

HAVEN'T
WE LOST
TOO MUCH
ALREADY?

IS
THIS THE
FINAL LEGACY
OF CHARLES
XAVIER?

ALL
HIS PLANS
AND HOPES --
HIS **DREAM** --

-- GOING UP
IN **SMOKE** BECAUSE
ONE TINY FRAGMENT OF
HIS DARK SIDE GAINED
ASCENDANCY AND SPREAD
THE POISON OF DISUNITY
AND MISTRUST?



HE'D WANT
US TO STICK
TOGETHER...

... NOT
LET OUR
PROBLEMS
SPLIT US
ALL UP.



CHARLES WAS THE ONE
WE **DEPEND**ED ON, THE
SHOULDER WE
CRIED UPON.

PARENT,
TEACHER, BIG
BROTHER...

... SPIRITUAL
LEADER AND
POSITIVE ROLE
MODEL...

... ALL
ROLLED INTO
ONE.

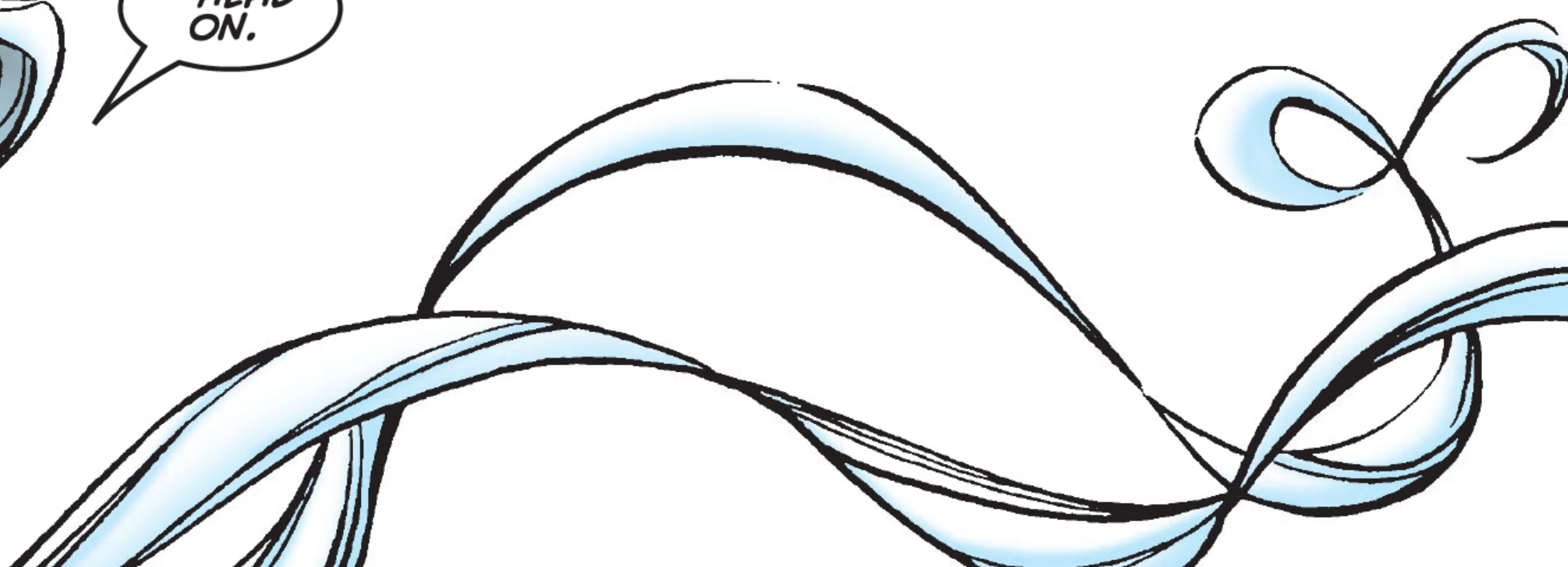
MAYBE THERE WAS **MORE** WE
COULD HAVE DONE FOR HIM --
MAYBE WE SHOULD NOT
HAVE **ALLOWED** HIM
TO GO WITH VALERIE
COOPER.

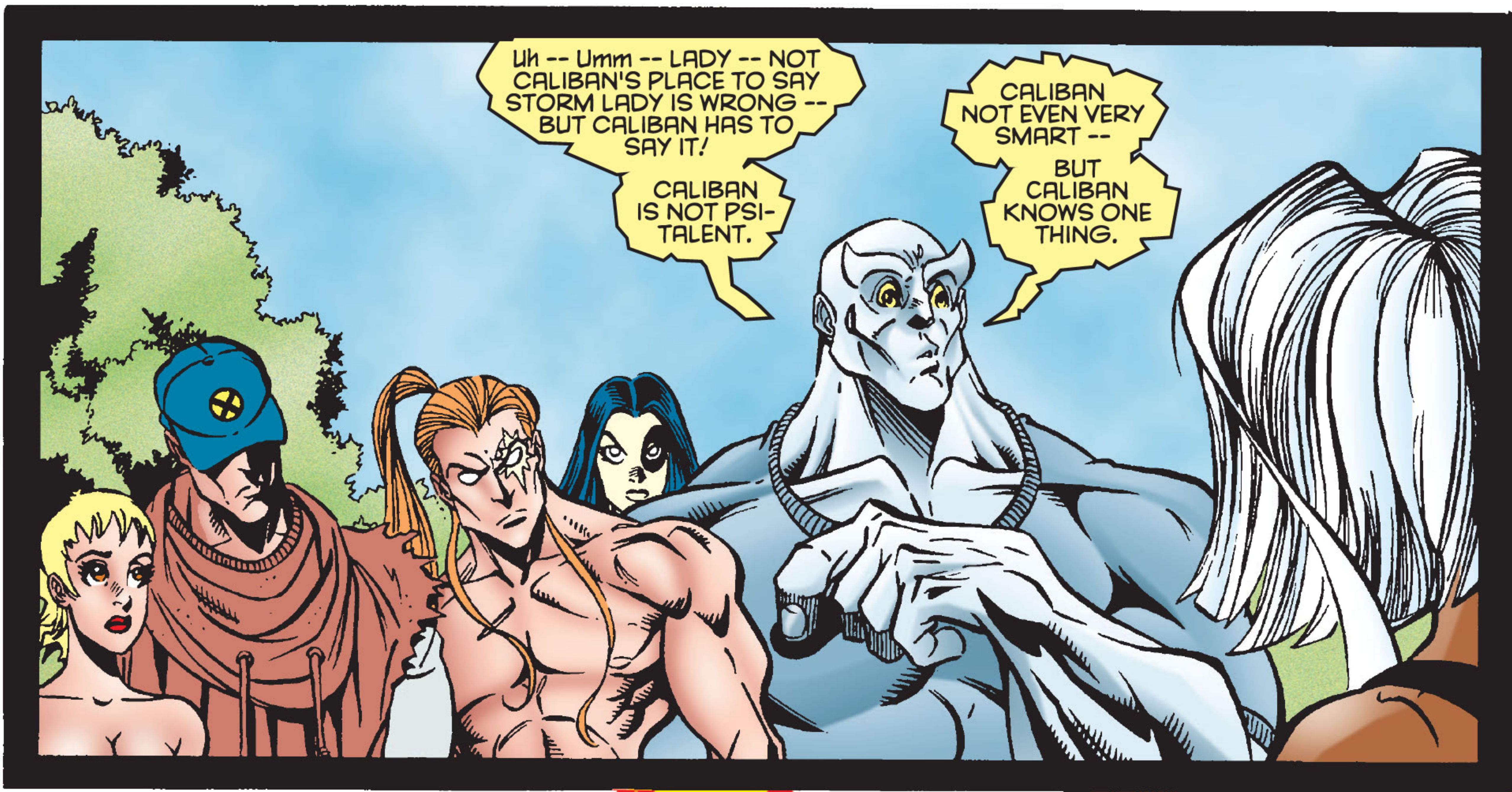
BUT
IF WE TRULY
VALUE ALL
HE'S TAUGHT
US...

... WE CAN
ONLY APPROACH
HIS ABSENCE AS
HE DID HIS **OWN**
CULPABILITY FOR
ONSLAUGHT --



-- **HEAD**
ON.





Uh -- Umm -- LADY -- NOT
CALIBAN'S PLACE TO SAY
STORM LADY IS WRONG --
BUT CALIBAN HAS TO
SAY IT!

CALIBAN
IS NOT PSI-
TALENT.

CALIBAN
NOT EVEN VERY
SMART --
BUT
CALIBAN
KNOWS ONE
THING.



CALIBAN
KNOWS THAT
PROFESSOR XAVIER
KNOWS THAT WE
ALL LOVE
HIM.

CALIBAN
THINKS MAYBE
PROFESSOR XAVIER
IS MORE SMART AND
MORE KIND THAN
WE CAN
KNOW.

MAYBE
HE KNOWS
SOMETHING
HE CAN'T TELL
US.

MAYBE
HE WENT
OFF FOR
US.



MAYBE WE ARE
NOT SMART ENOUGH
AND GOOD ENOUGH TO
UNDERSTAND.



CALIBAN
TALK TOO
MUCH.

CALIBAN
STUPID.

CALIBAN
GO AWAY.





DO NOT *EVER* SAY
YOU ARE STUPID,
CALIBAN.



SOMETIMES YOU
CAN SEE THROUGH
THE CLUTTER THAT
OBSCURES THE
TRUTH FOR
MOST OF
US!

THAT IS A
BRILLIANCE OF
SORTS --

-- A
BRILLIANCE TO BE
ADMIRER.



WELL *SAID*,
CALIBAN!

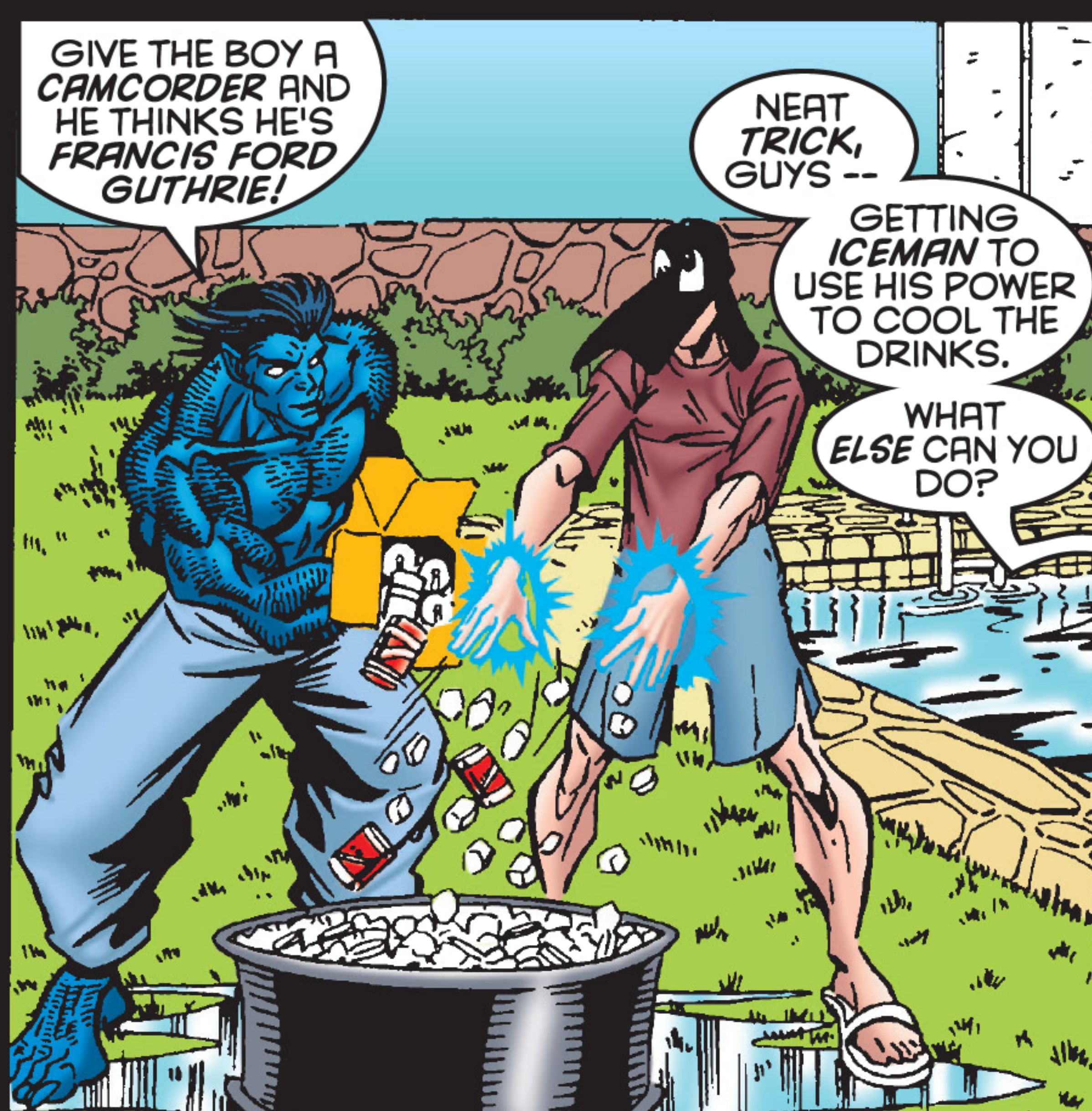
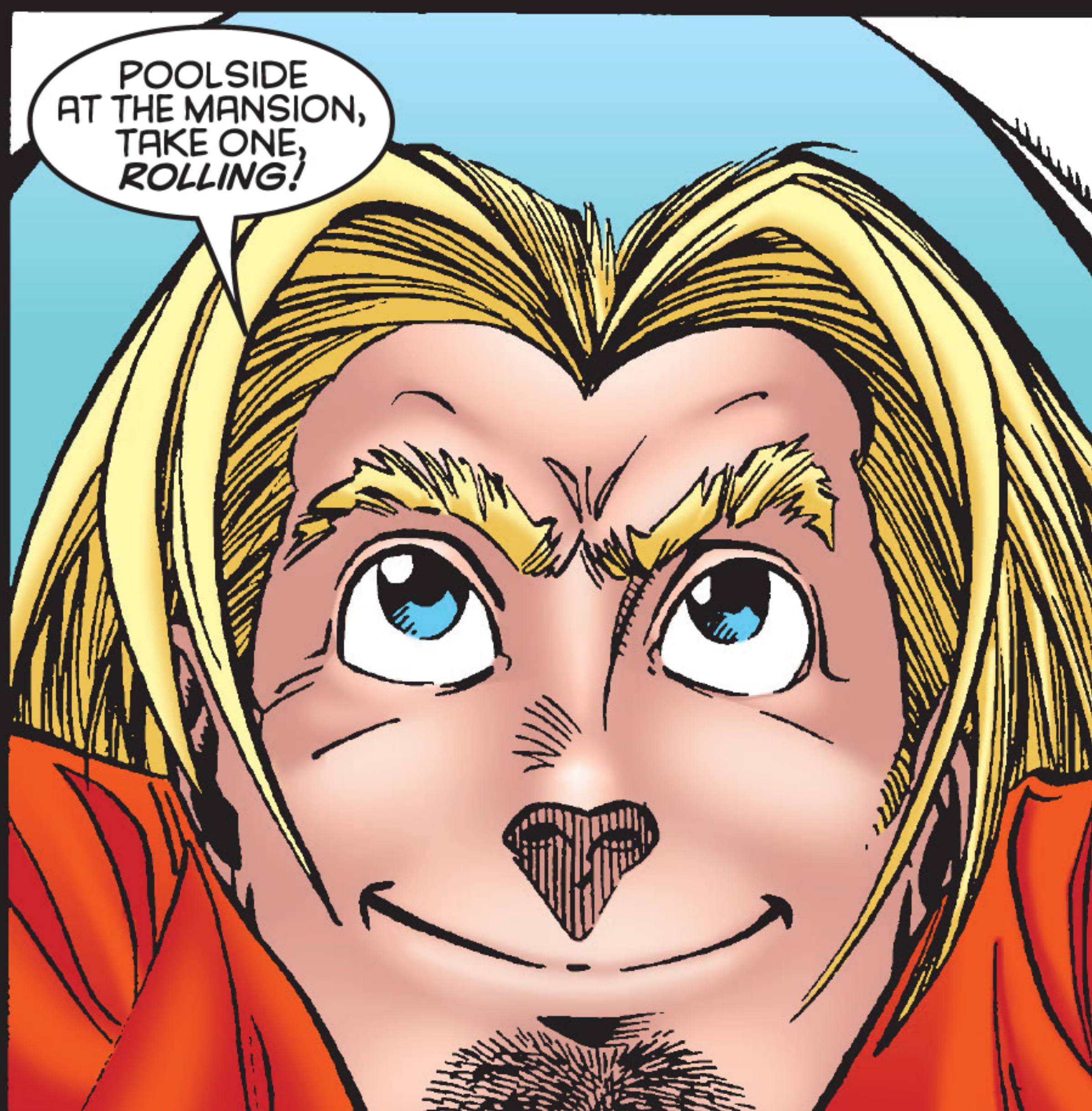
BRILLIANT,
NO LESS!

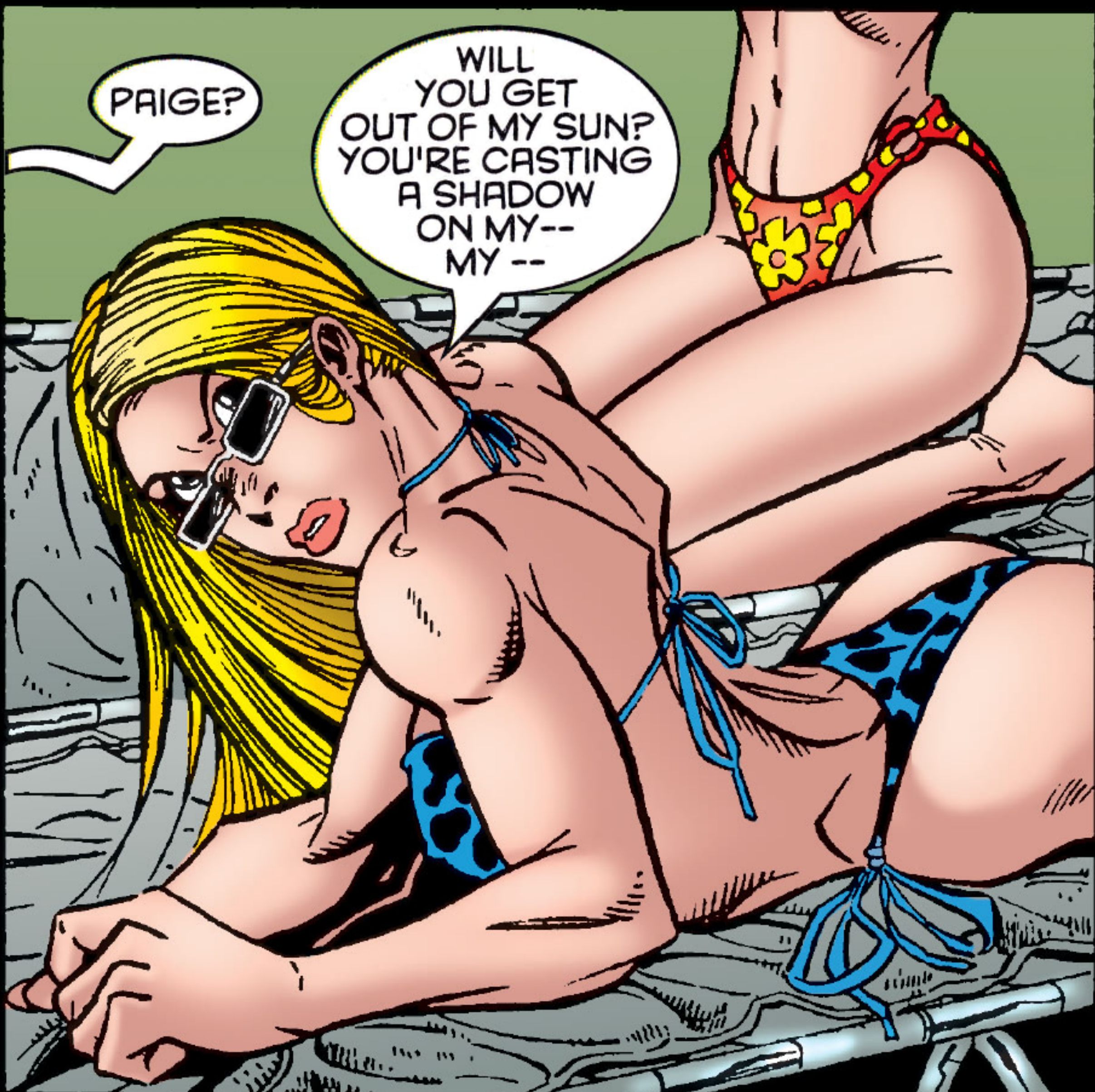
WHAT
DO YOU
HAVE TO SAY
FOR YOUR-
SELF?

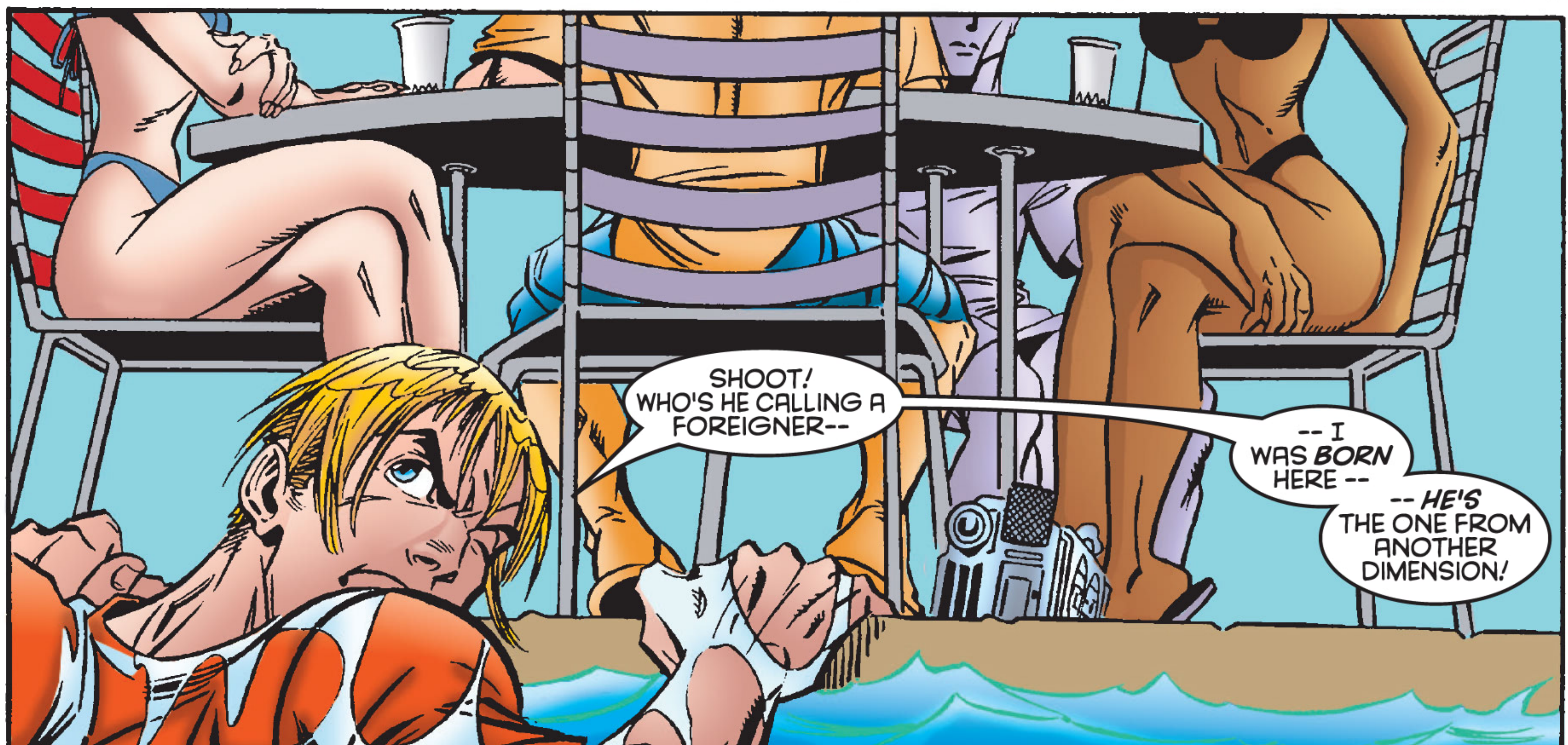
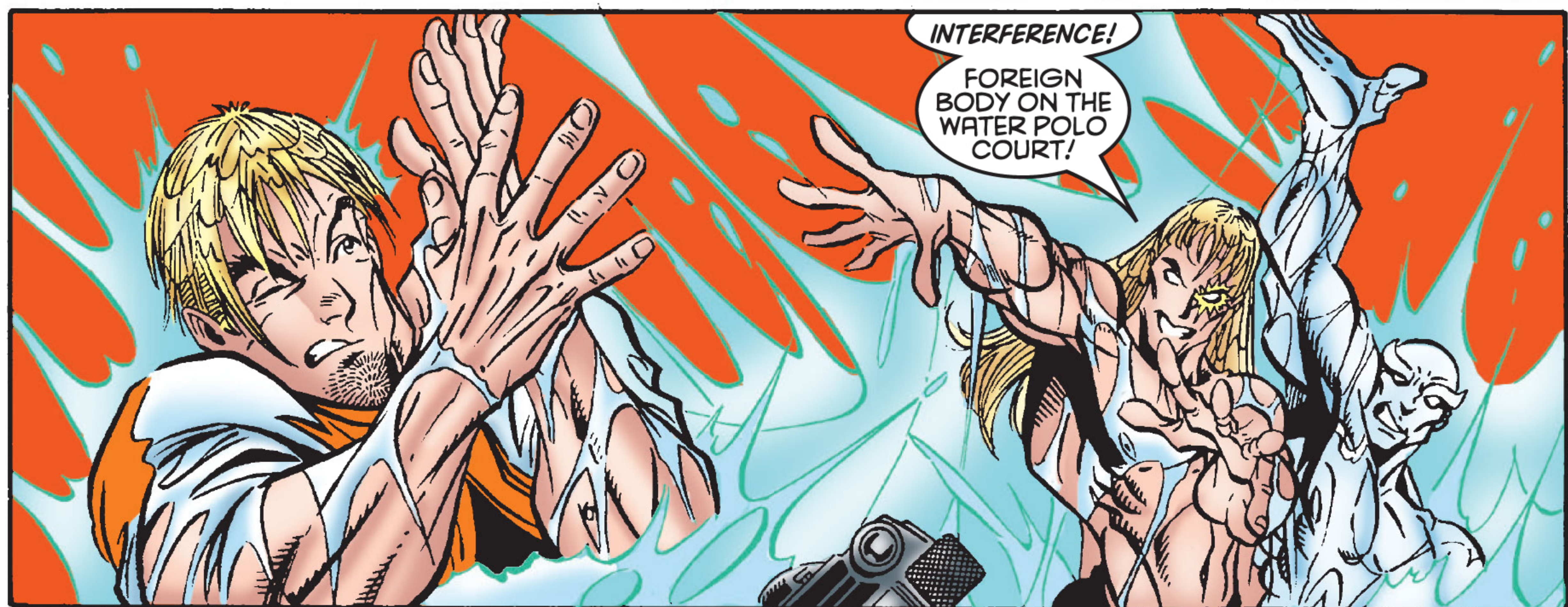
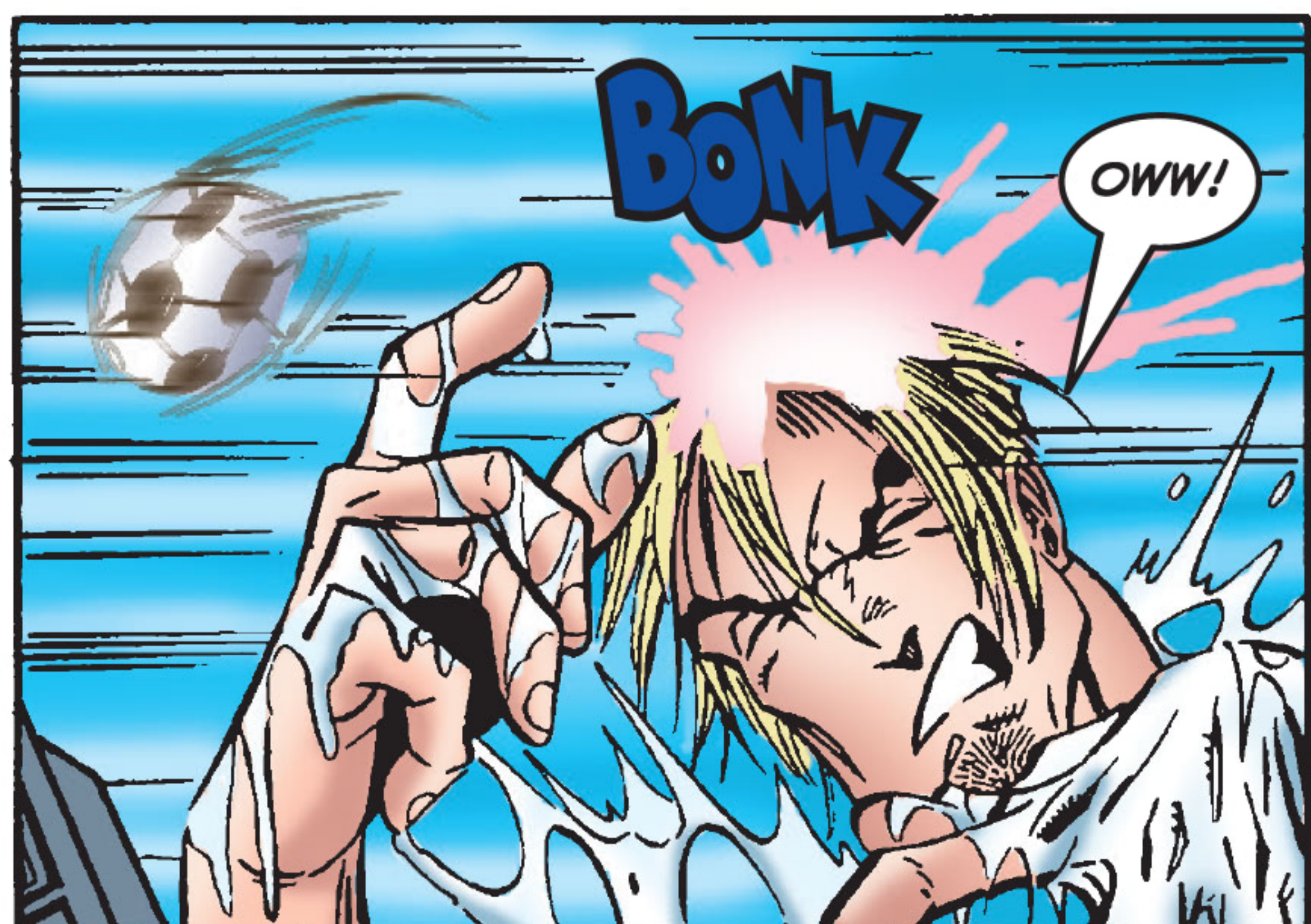
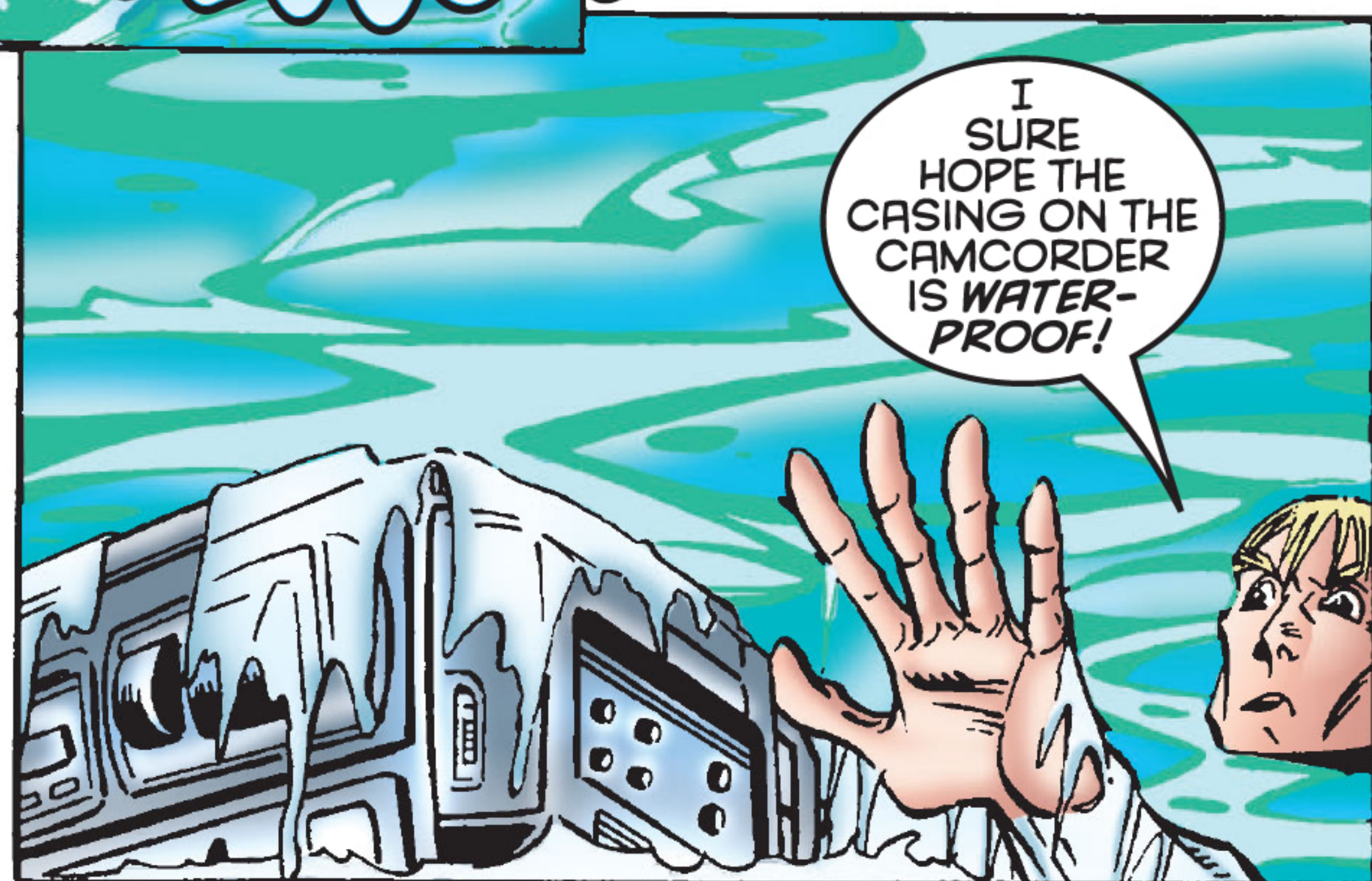
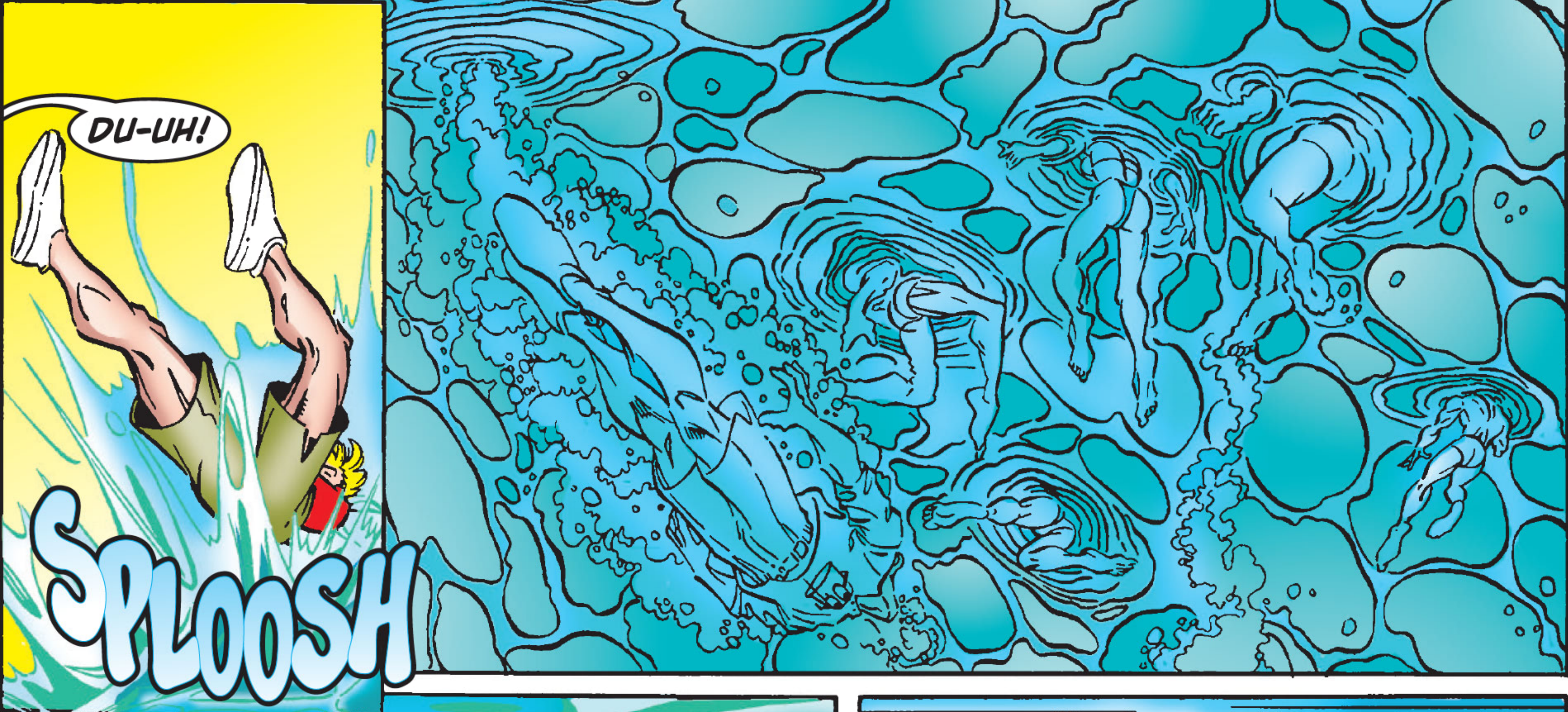
-- CAN
WE GO
SWIMMING
NOW?

Uhh --









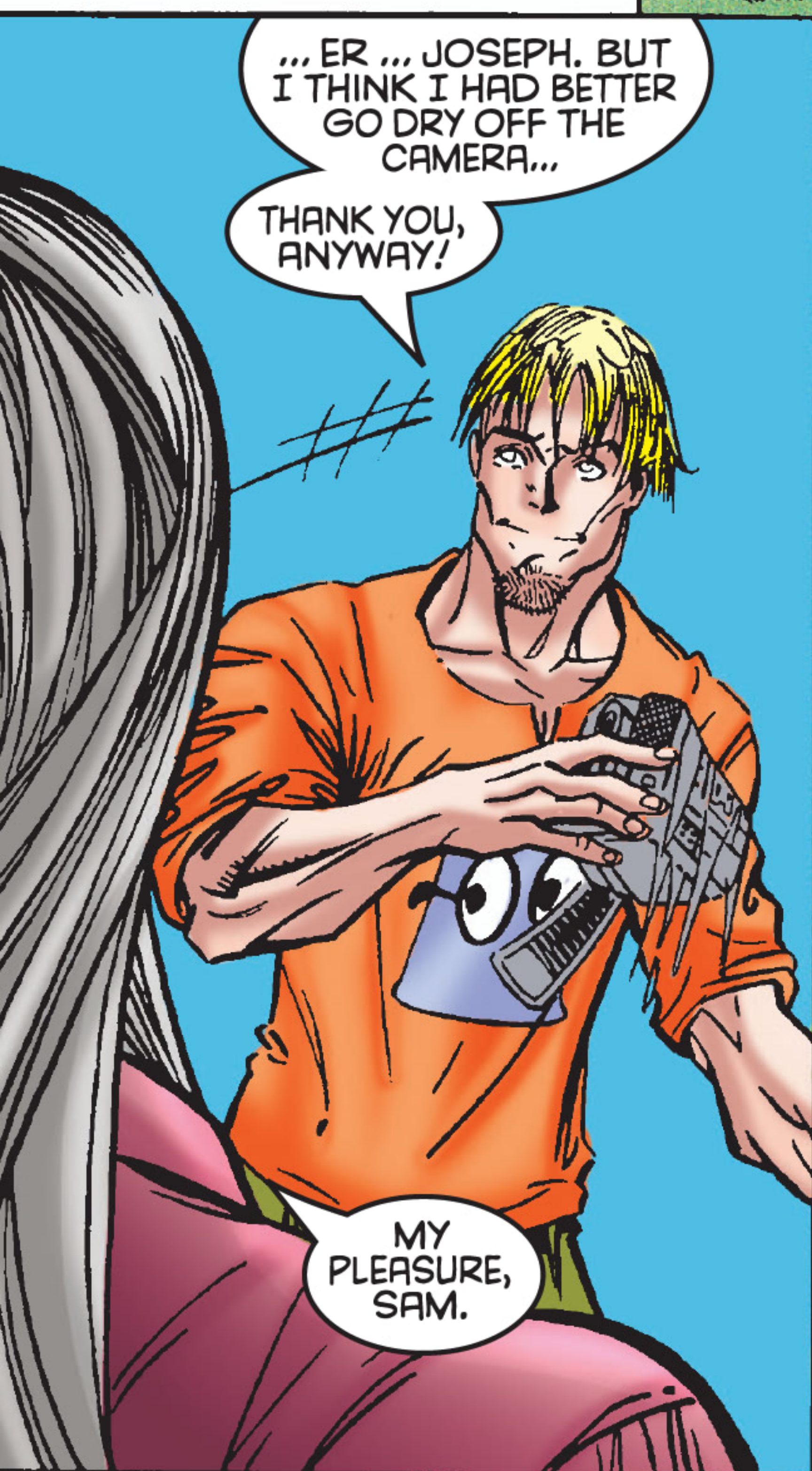


HERE... YOU LOOK LIKE YOU NEED SOME HELP --



WON'T YOU JOIN ROGUE AND GAMBIT AT OUR TABLE FOR SOME ICED TEA?

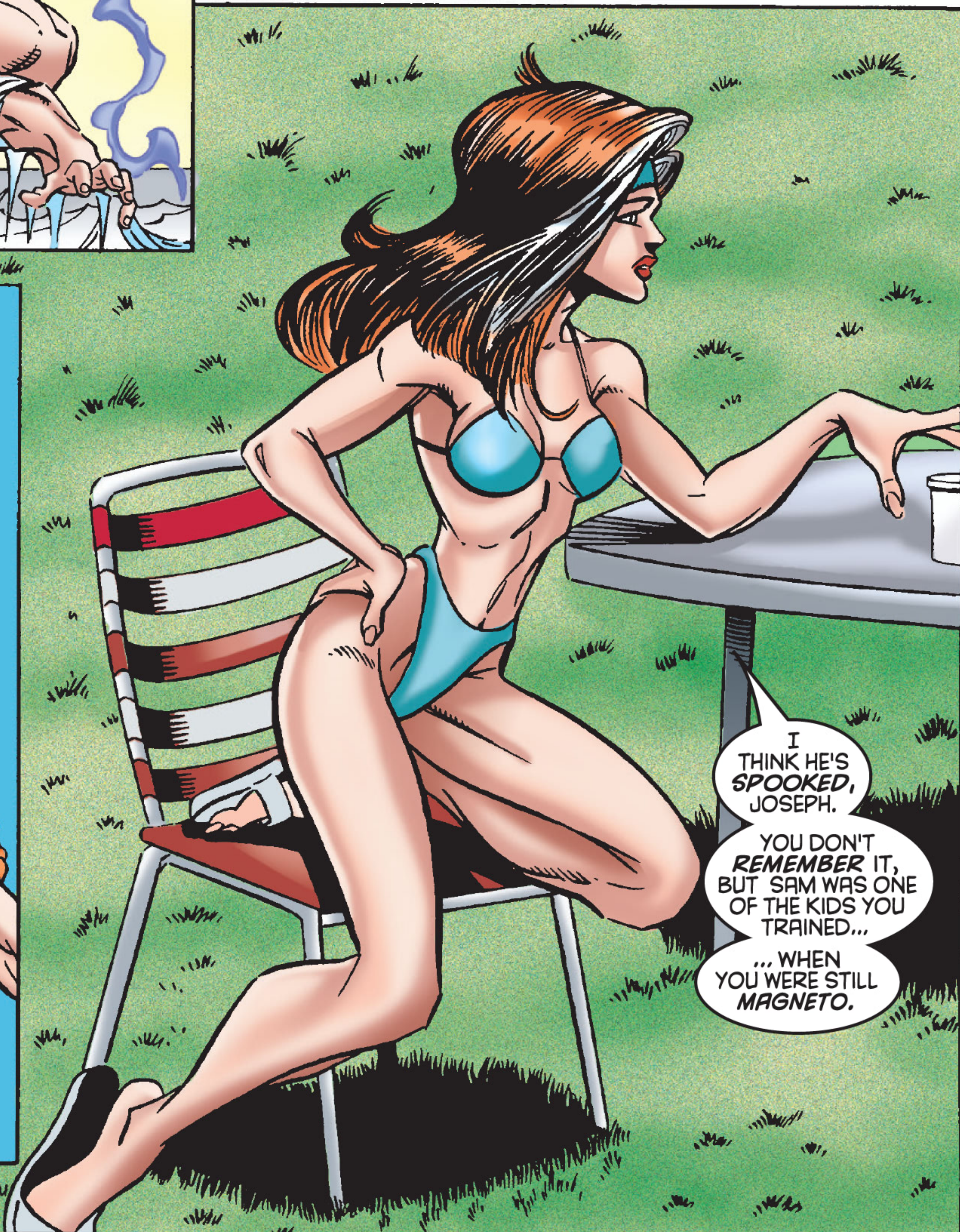
THANKS, MAGNE --



... ER ... JOSEPH. BUT I THINK I HAD BETTER GO DRY OFF THE CAMERA...

THANK YOU, ANYWAY!

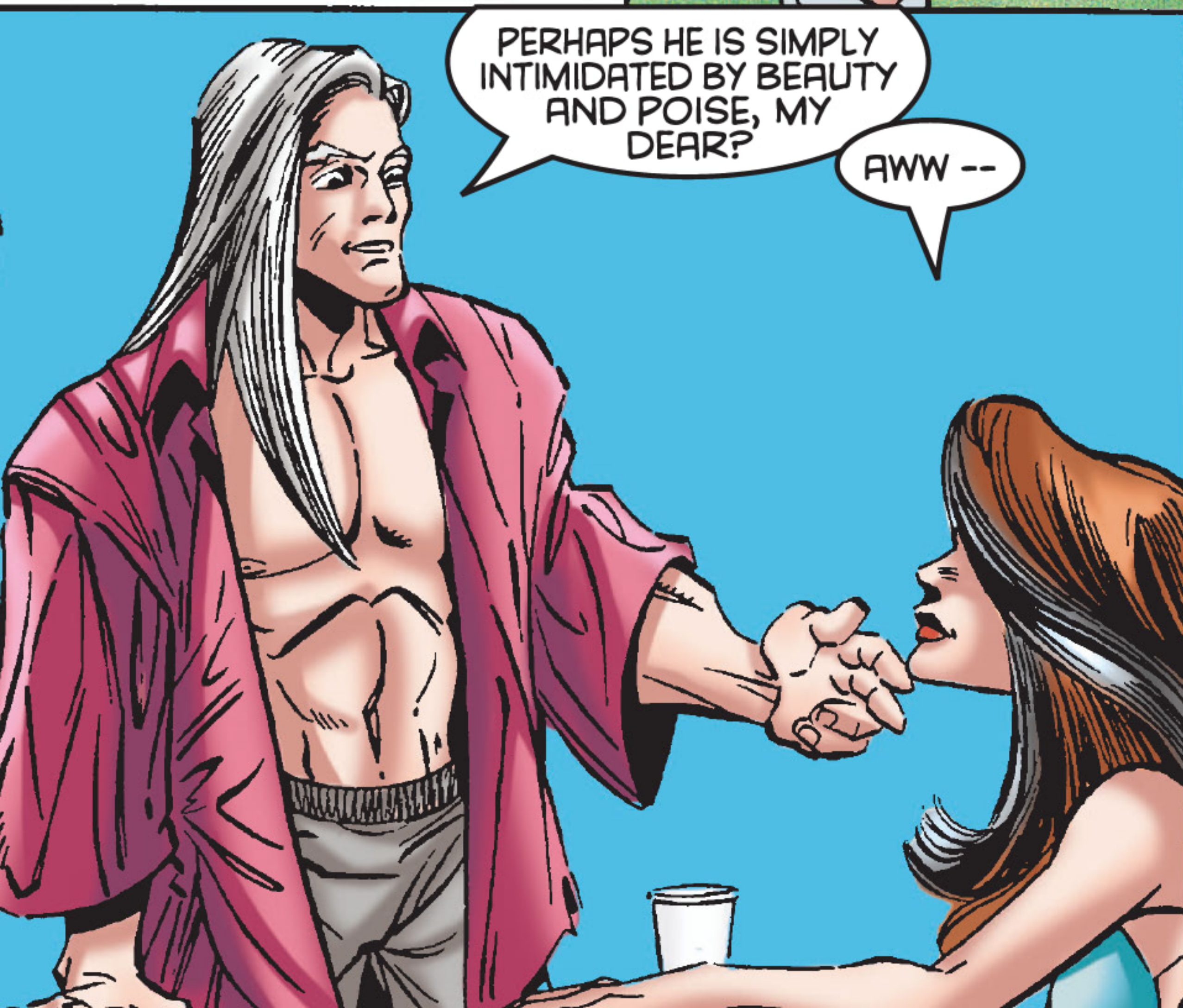
MY PLEASURE, SAM.



I THINK HE'S SPOOKED, JOSEPH.

YOU DON'T REMEMBER IT, BUT SAM WAS ONE OF THE KIDS YOU TRAINED...

... WHEN YOU WERE STILL MAGNETO.



PERHAPS HE IS SIMPLY INTIMIDATED BY BEAUTY AND POISE, MY DEAR?

AWW --

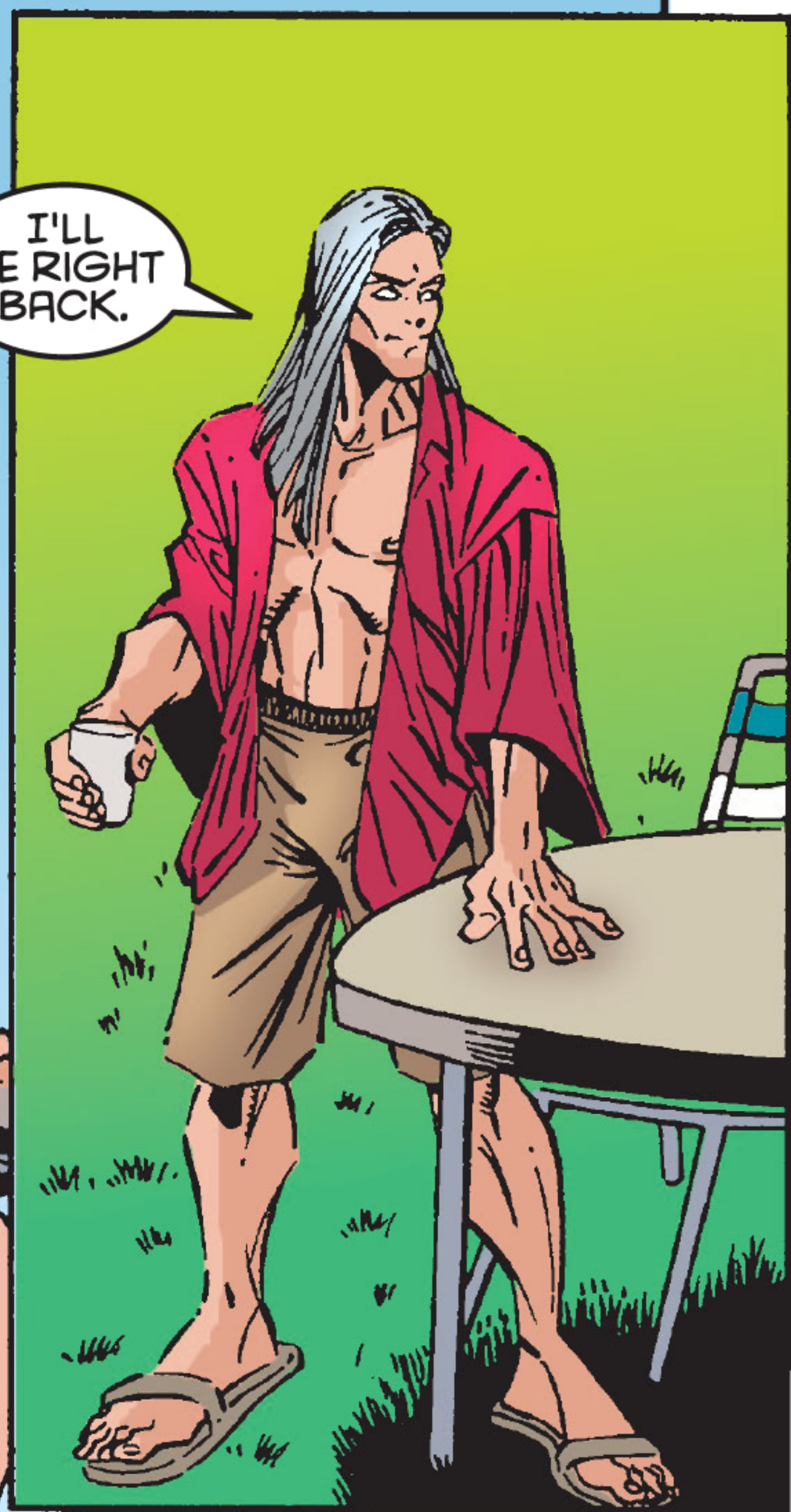


TRES GAUCHE...

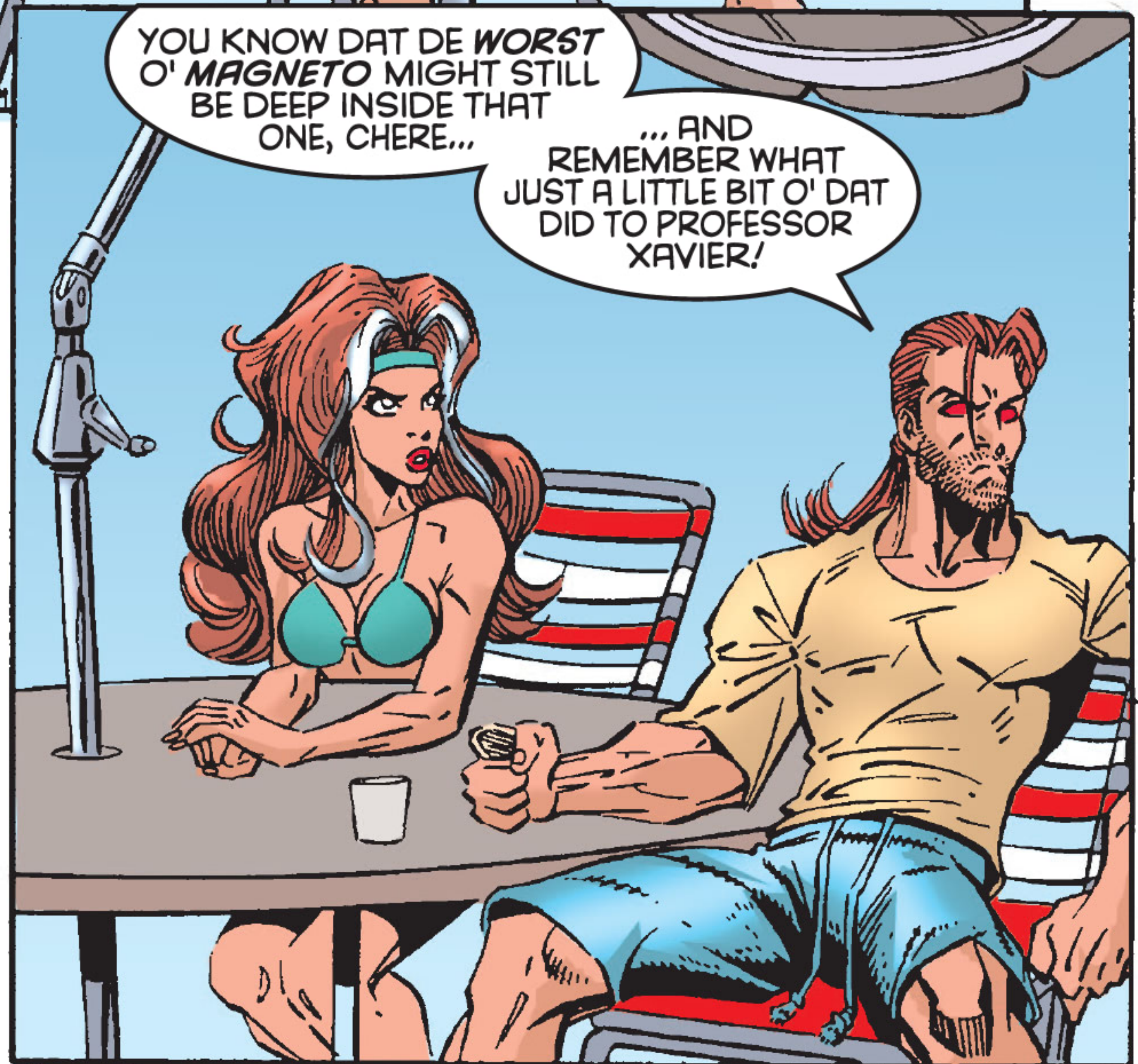
... ET TRES PATHETIQUE.



WOULD EVERYONE CARE FOR MORE ICED TEA?



I'LL BE RIGHT BACK.



YOU KNOW DAT DE WORST O' MAGNETO MIGHT STILL BE DEEP INSIDE THAT ONE, CHERE...

... AND REMEMBER WHAT JUST A LITTLE BIT O' DAT DID TO PROFESSOR XAVIER!



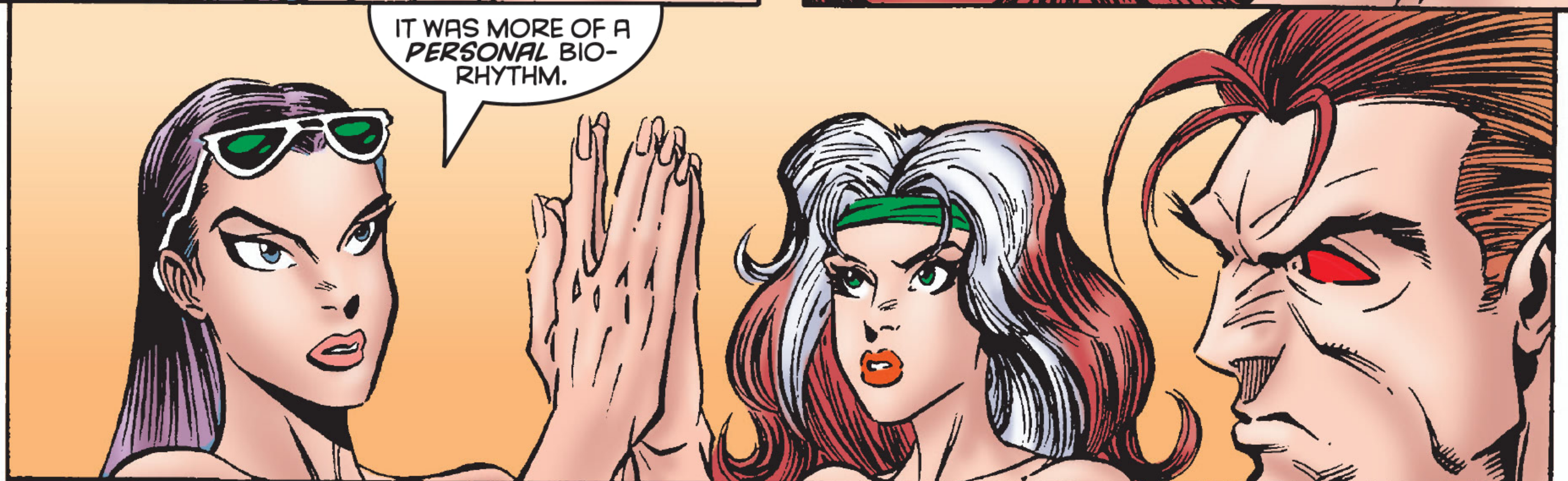
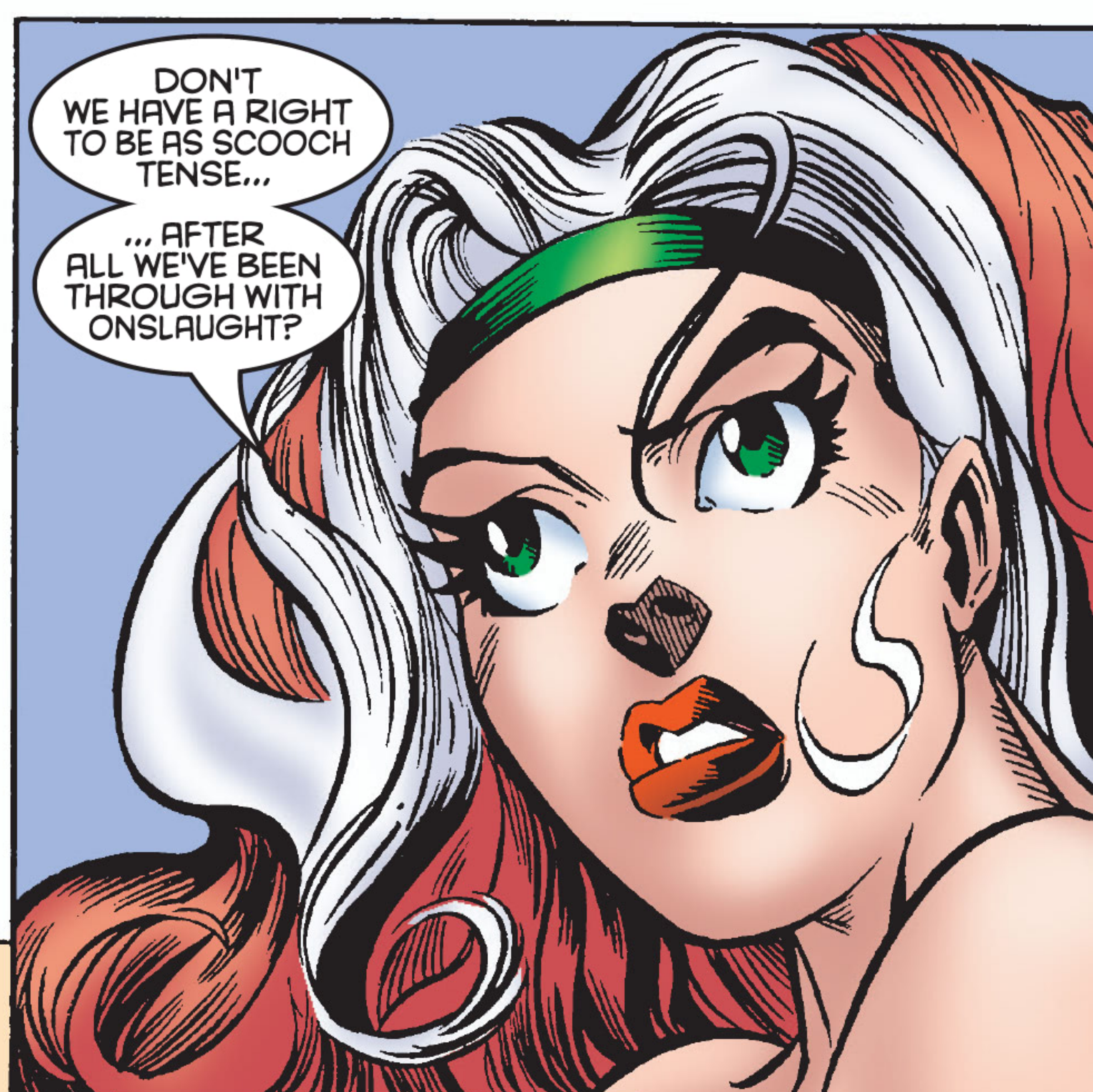
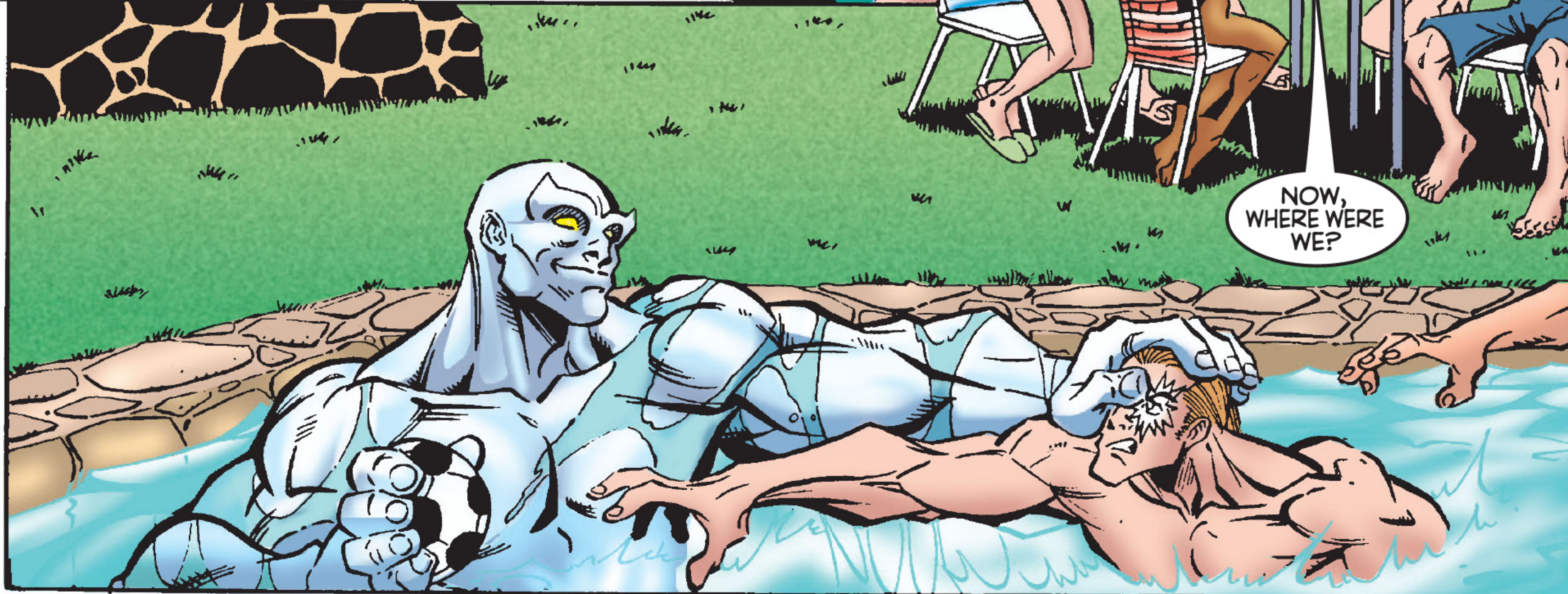
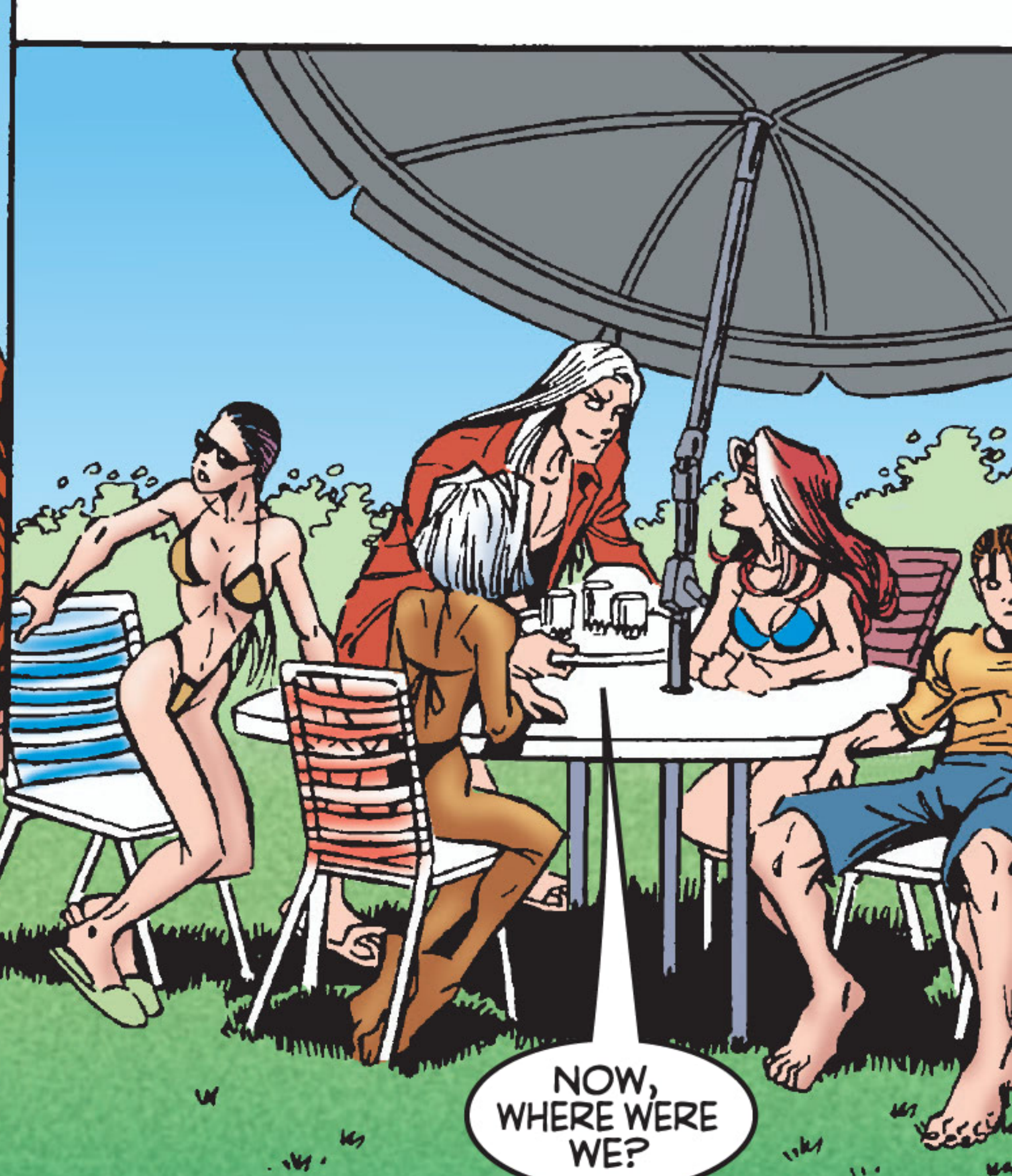
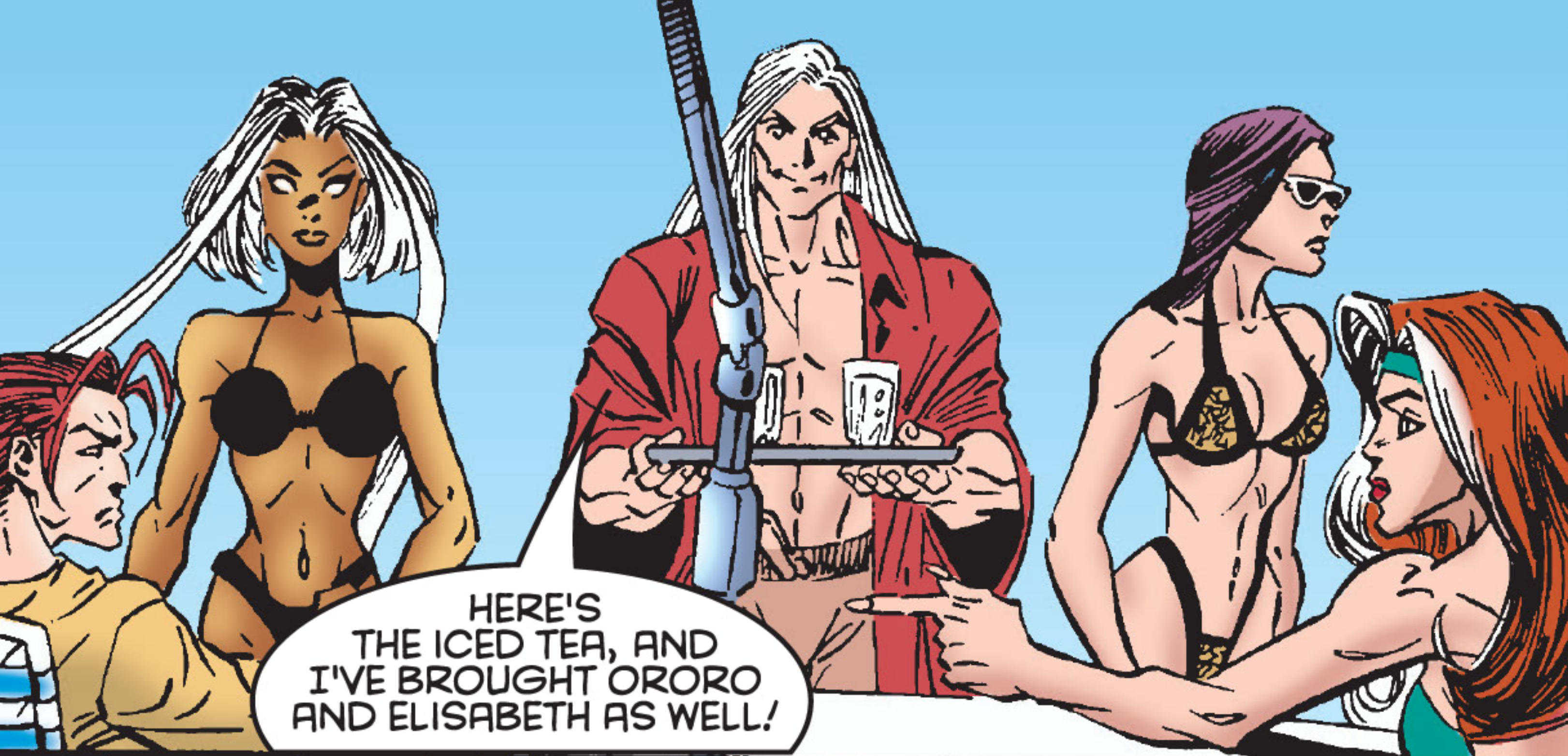
EVERYBODY IS DIFFERENT, REMY--

-- SOME PEOPLE CAN CHANGE!

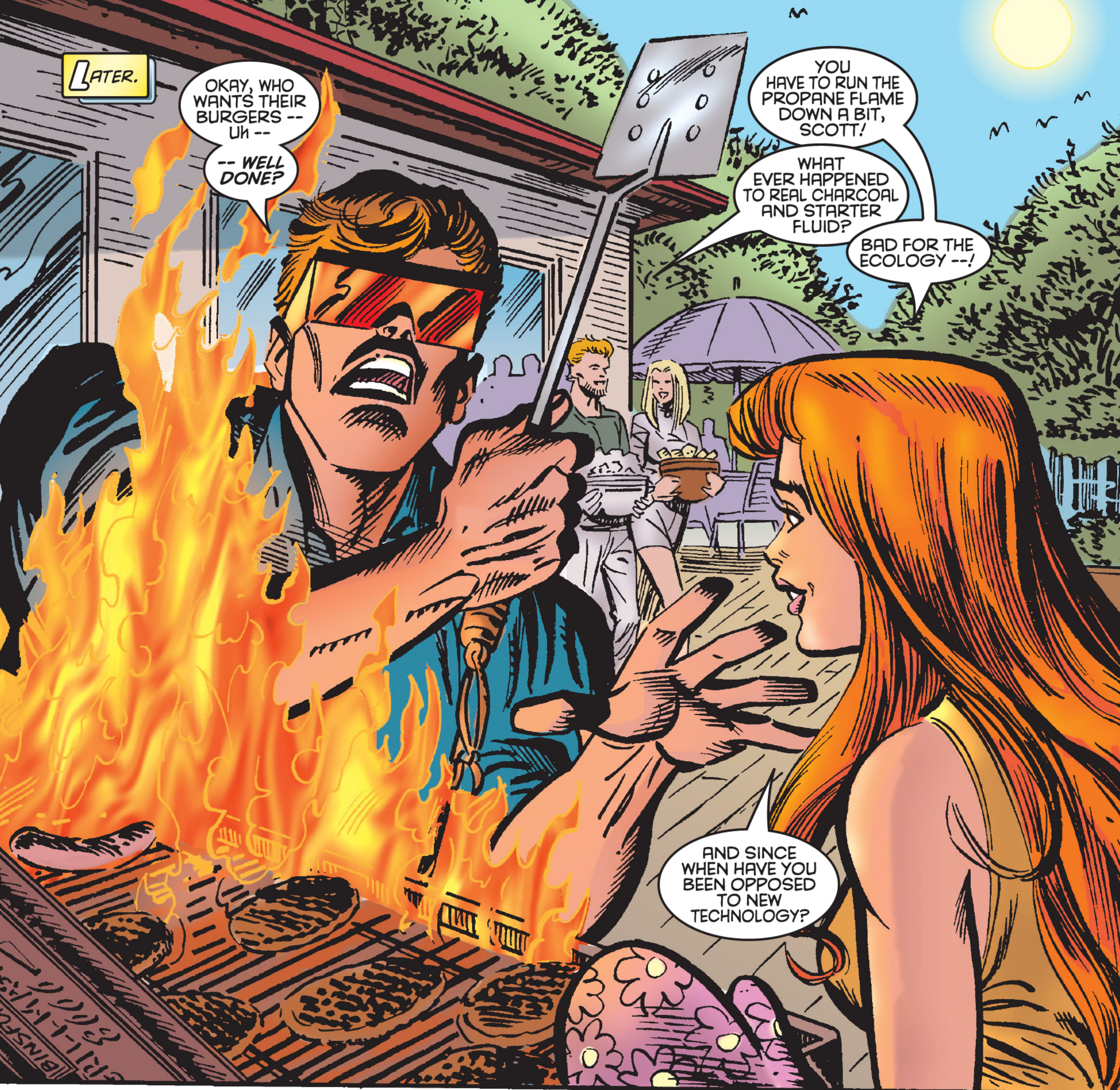


NOT DAT ONE, CHERE.

EVERYTHING ABOUT DAT ONE RUN CLEAN TO DA BONE.







LATER.

OKAY, WHO WANTS THEIR BURGERS -- Uh --

-- WELL DONE?

YOU HAVE TO RUN THE PROPANE FLAME DOWN A BIT, SCOTT!

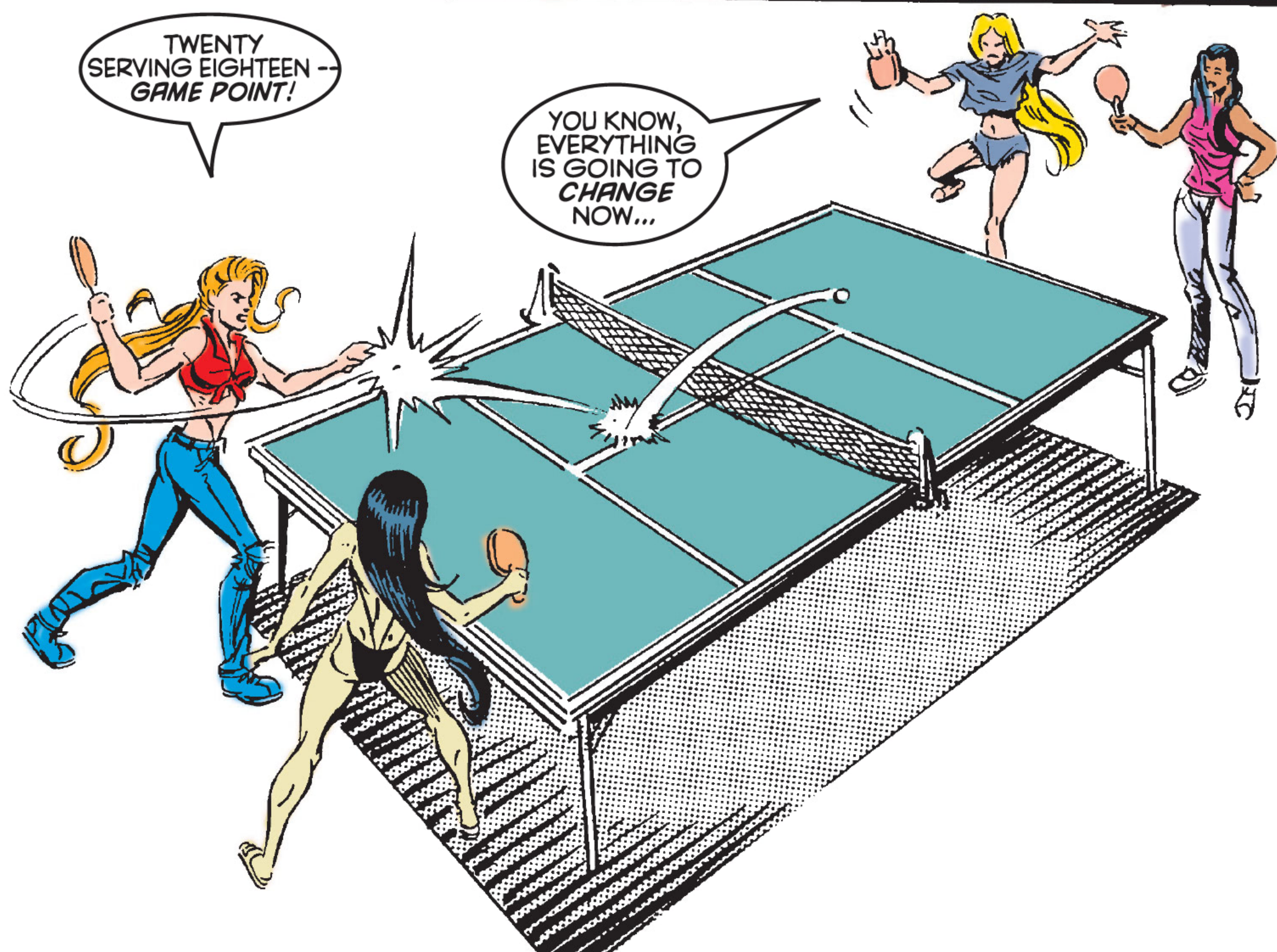
WHAT EVER HAPPENED TO REAL CHARCOAL AND STARTER FLUID?

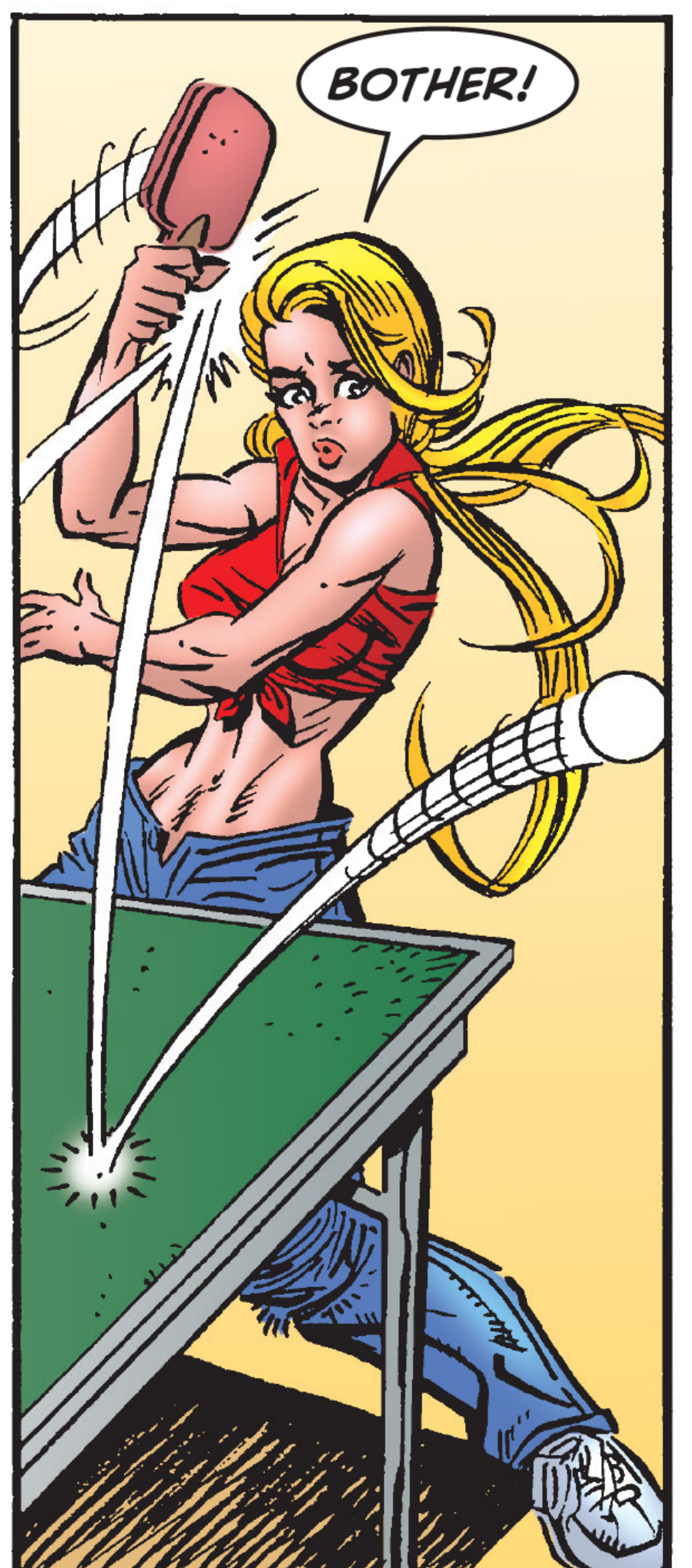
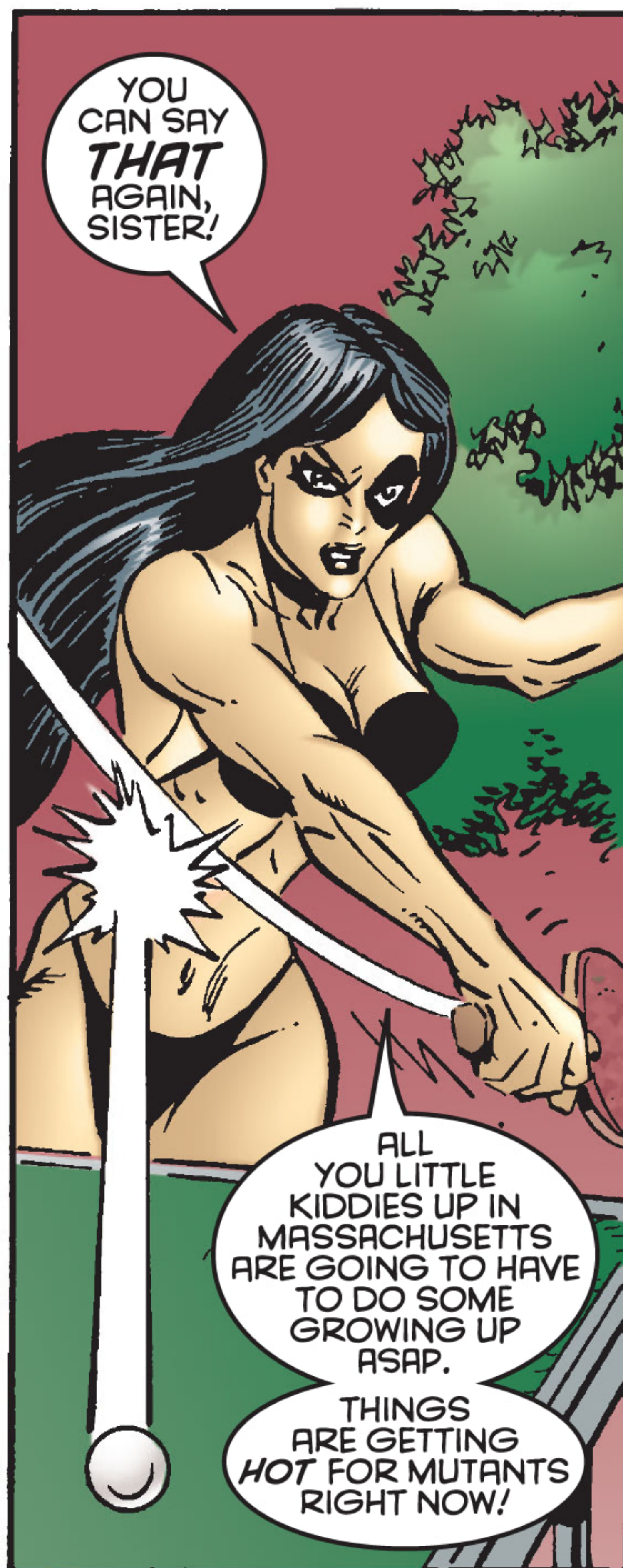
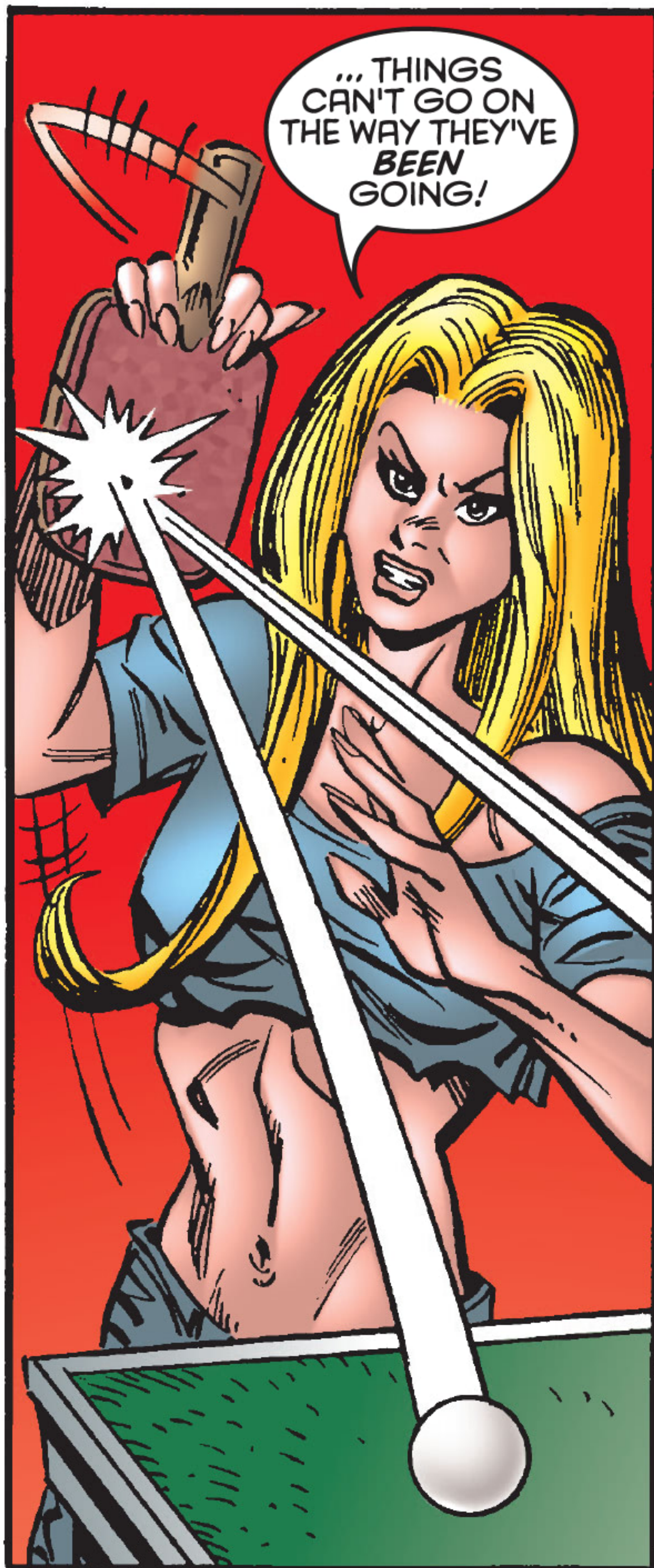
BAD FOR THE ECOLOGY --!

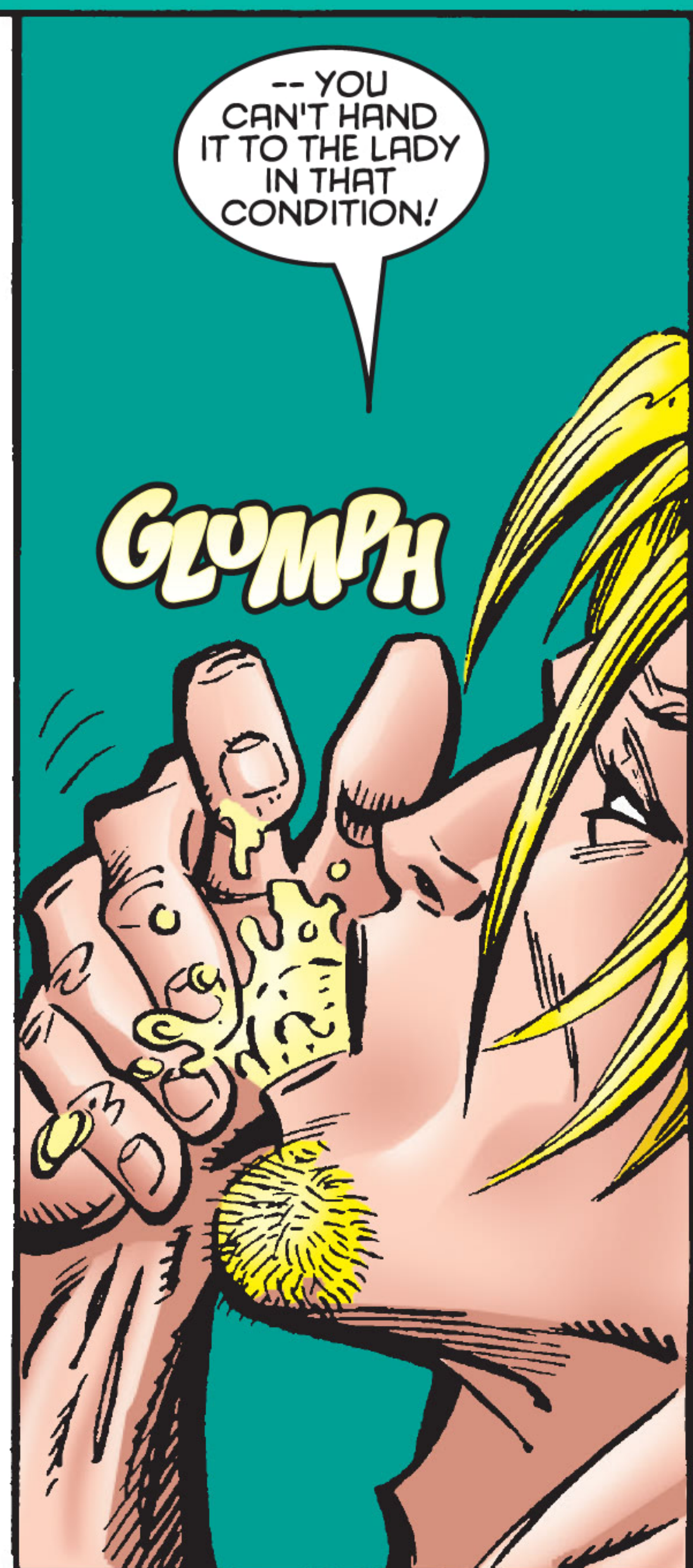
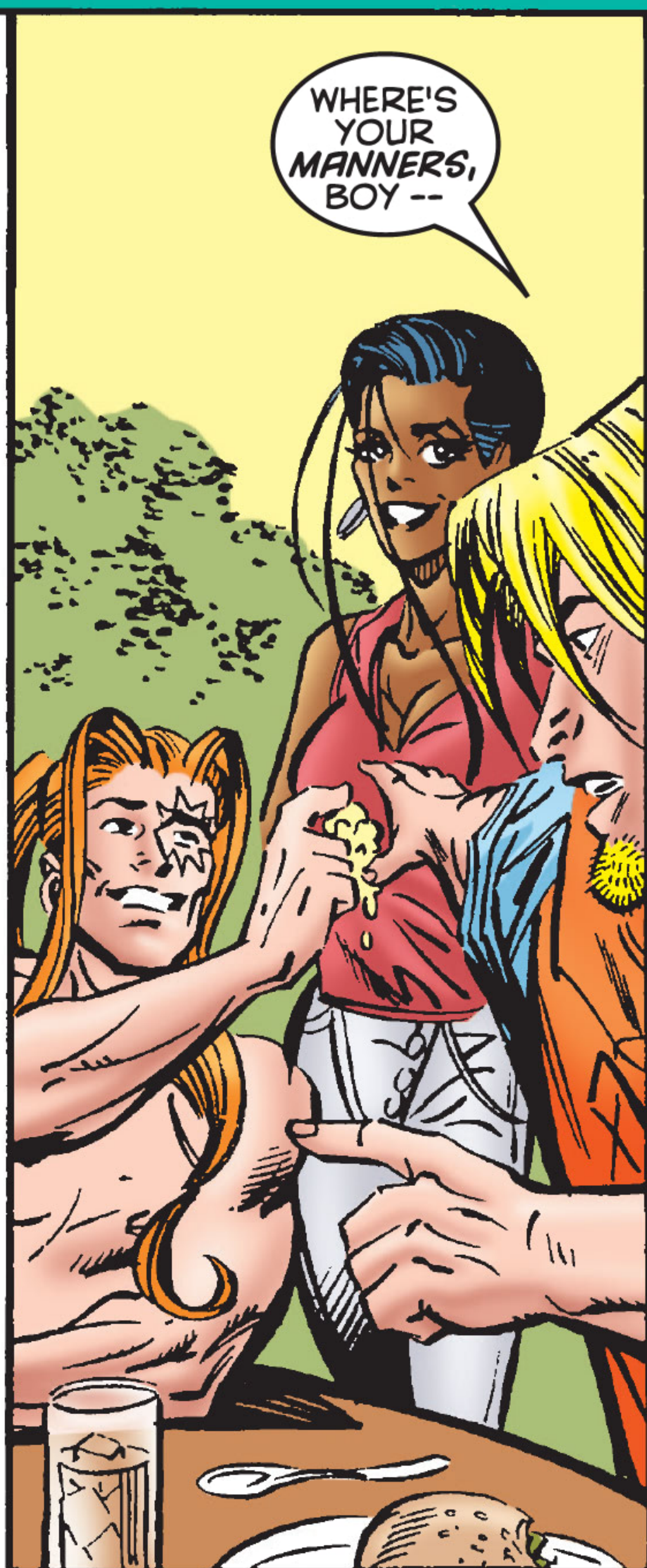
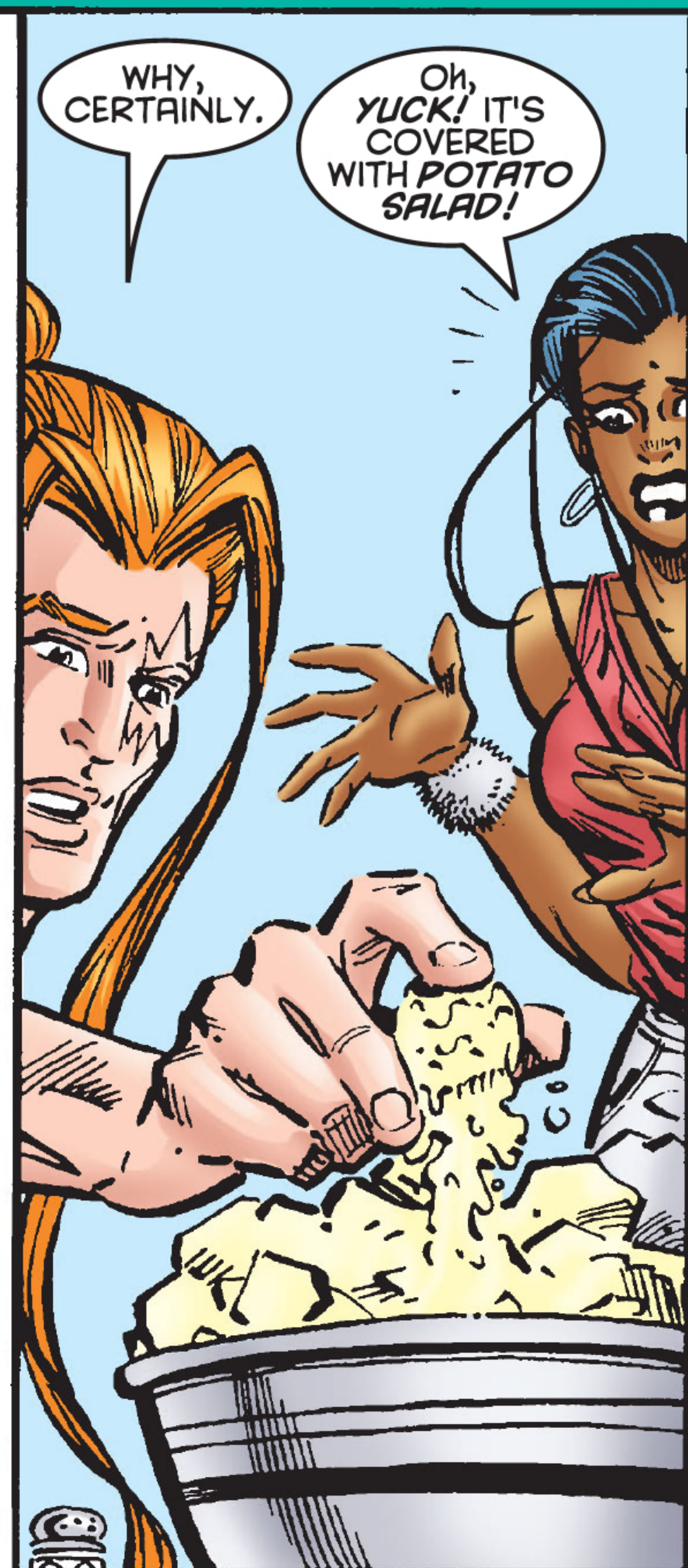
AND SINCE WHEN HAVE YOU BEEN OPPOSED TO NEW TECHNOLOGY?

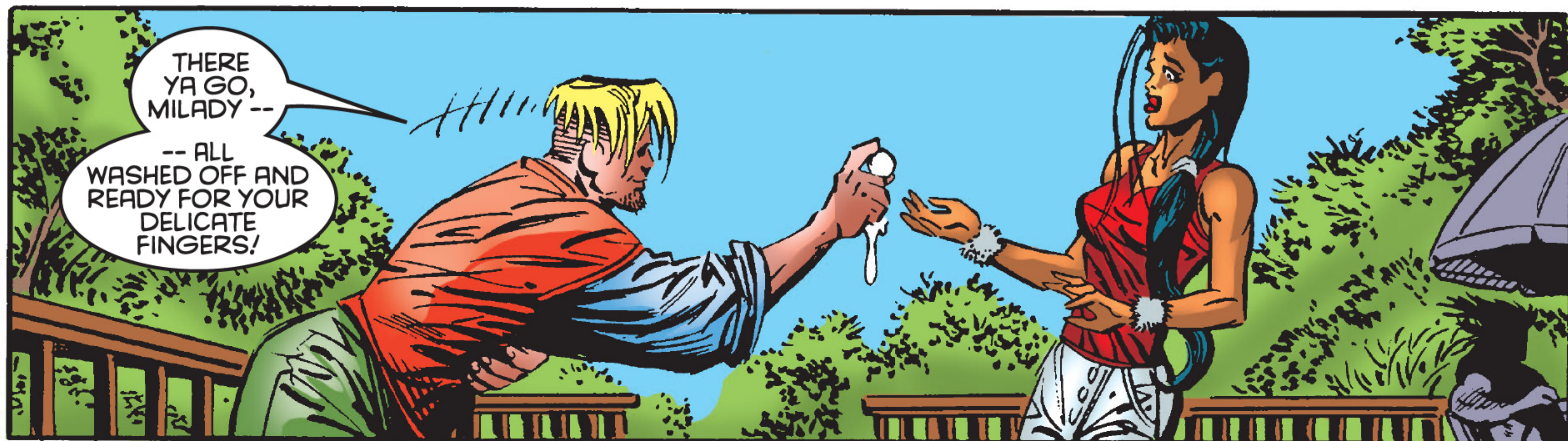
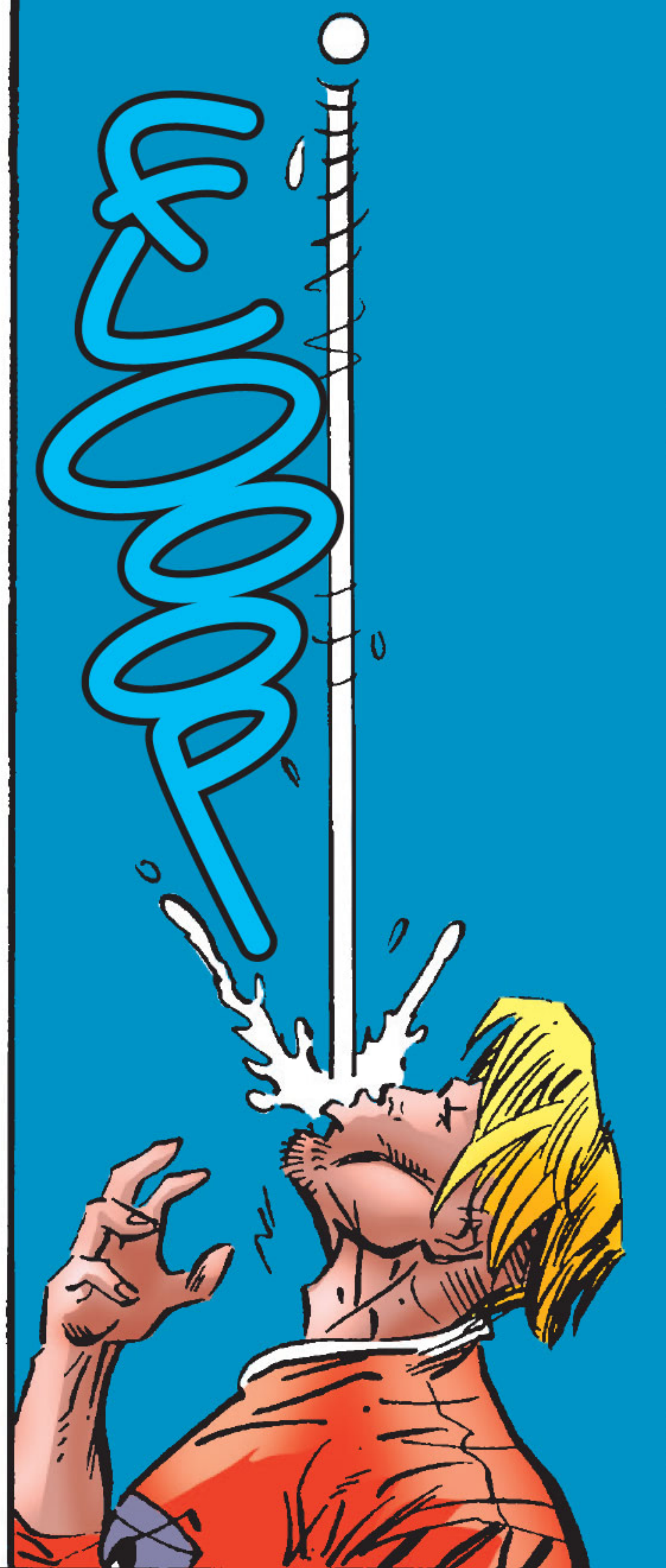
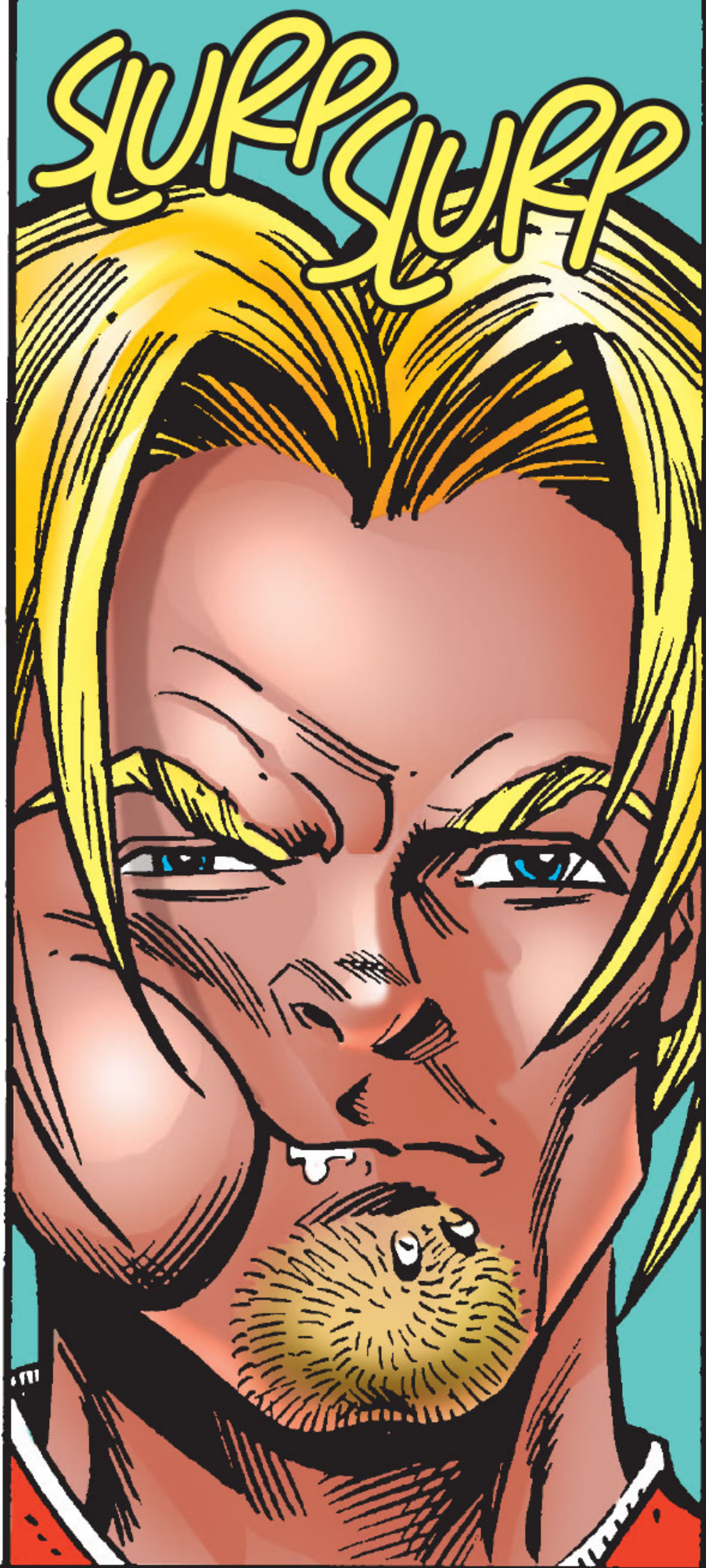
TWENTY SERVING EIGHTEEN -- GAME POINT!

YOU KNOW, EVERYTHING IS GOING TO CHANGE NOW...





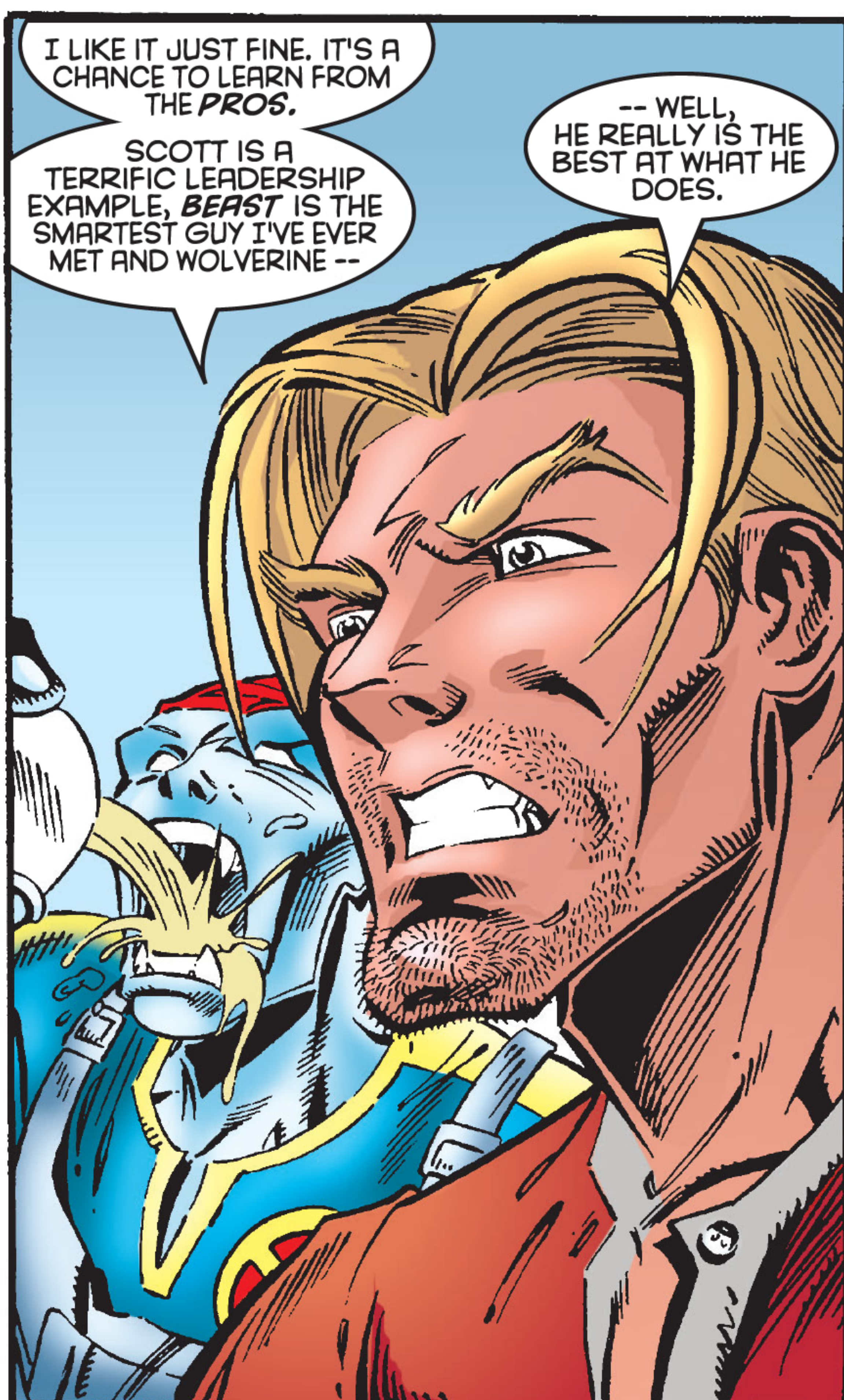






SO, SAM --
HOW DOES IT FEEL
TO BE THE JUNIOR
MEMBER OF THE
A-TEAM?

SORT
OF LIKE BEING
BLADE-POLISHER
FOR THE VID-
GLADIATORS?



I LIKE IT JUST FINE. IT'S A
CHANCE TO LEARN FROM
THE *PROS*.

SCOTT IS A
TERRIFIC LEADERSHIP
EXAMPLE, *BEAST* IS THE
SMARTEST GUY I'VE EVER
MET AND WOLVERINE --

-- WELL,
HE REALLY IS THE
BEST AT WHAT HE
DOES.



YOU WERE THERE AT
THE BIG SHOWDOWN
BETWEEN GENESIS --

-- WHO
USED TO BE CABLE'S
ADOPTED SON,
TYLER --

-- AND
WOLVERINE...
WHAT WENT DOWN
OUT THERE?

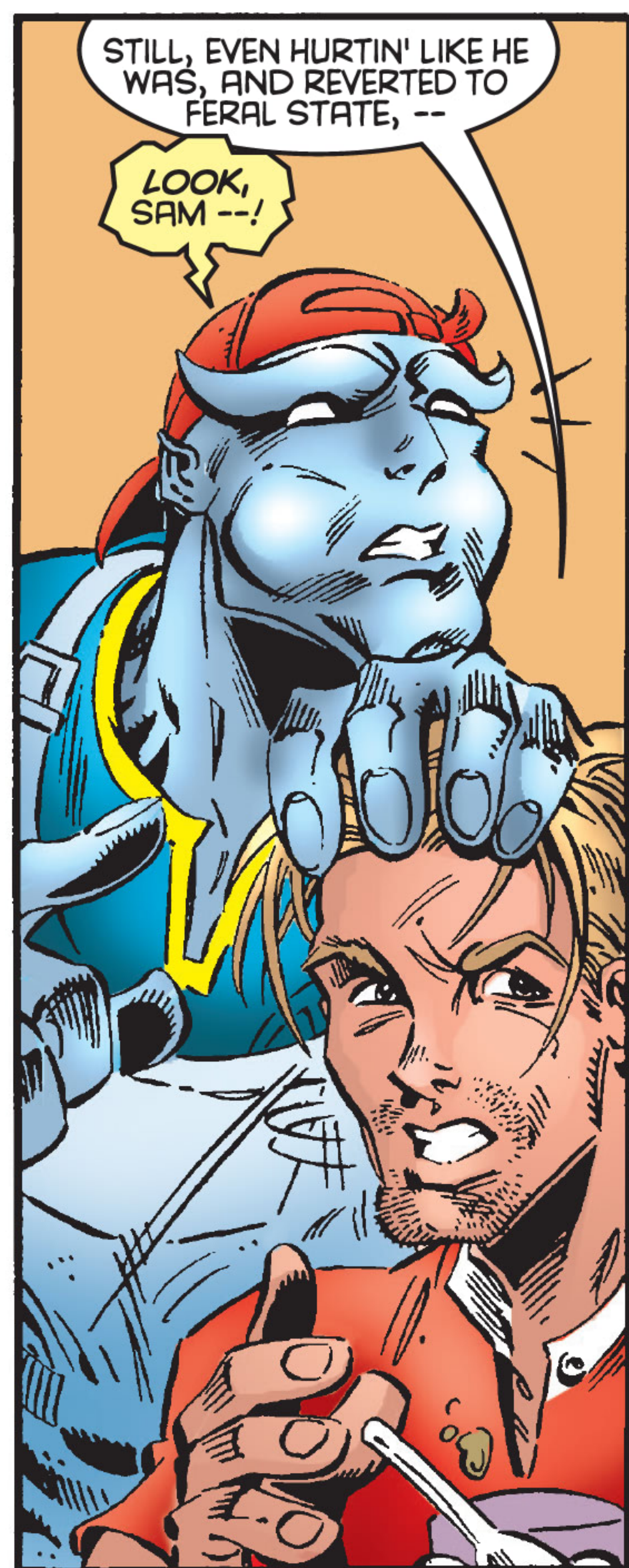
DID
HE LIKE -- GO
COMPLETELY
ANIMAL?

I
DON'T SEE WHERE
LOGAN HAD MUCH
CHOICE.



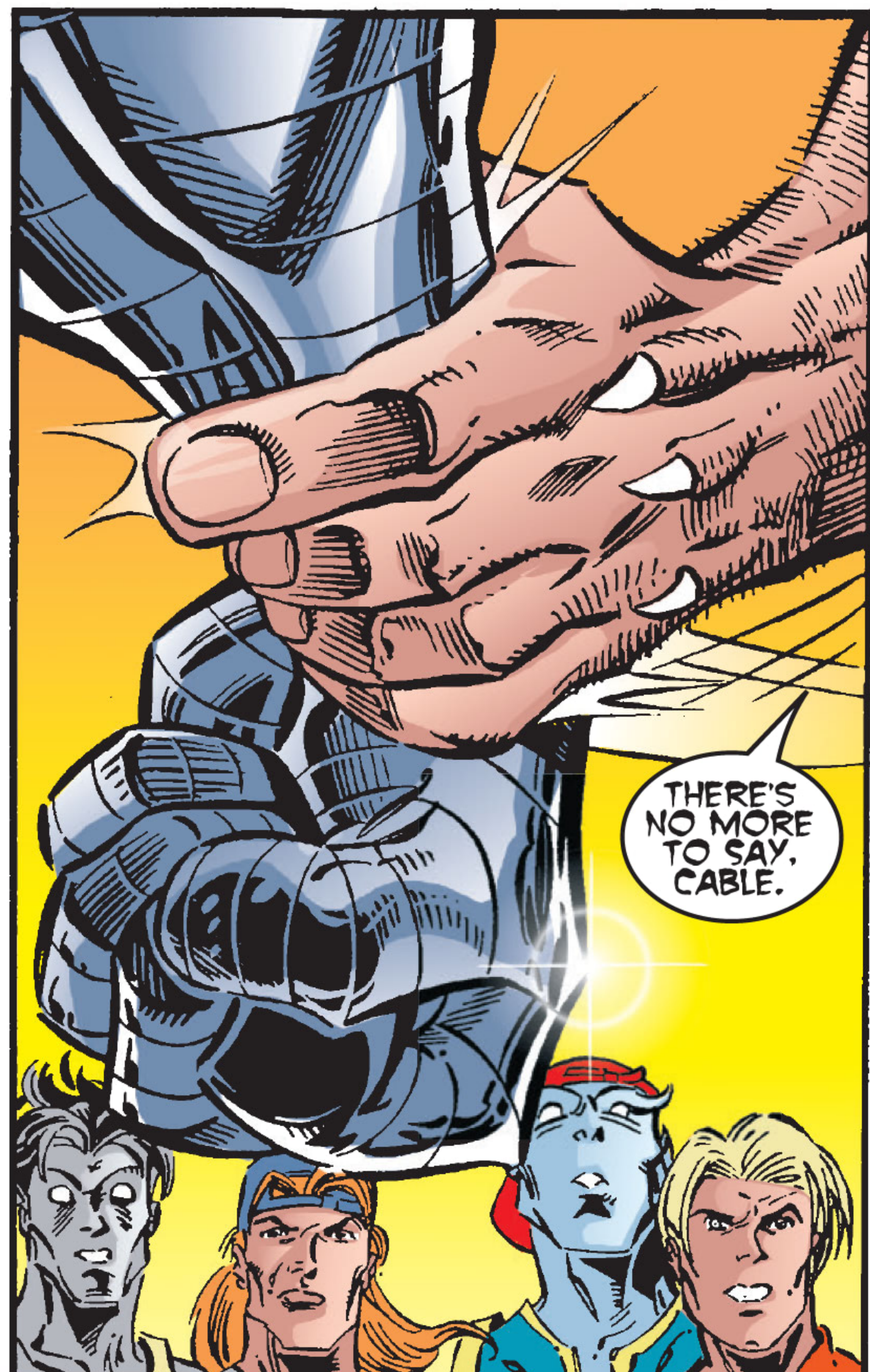
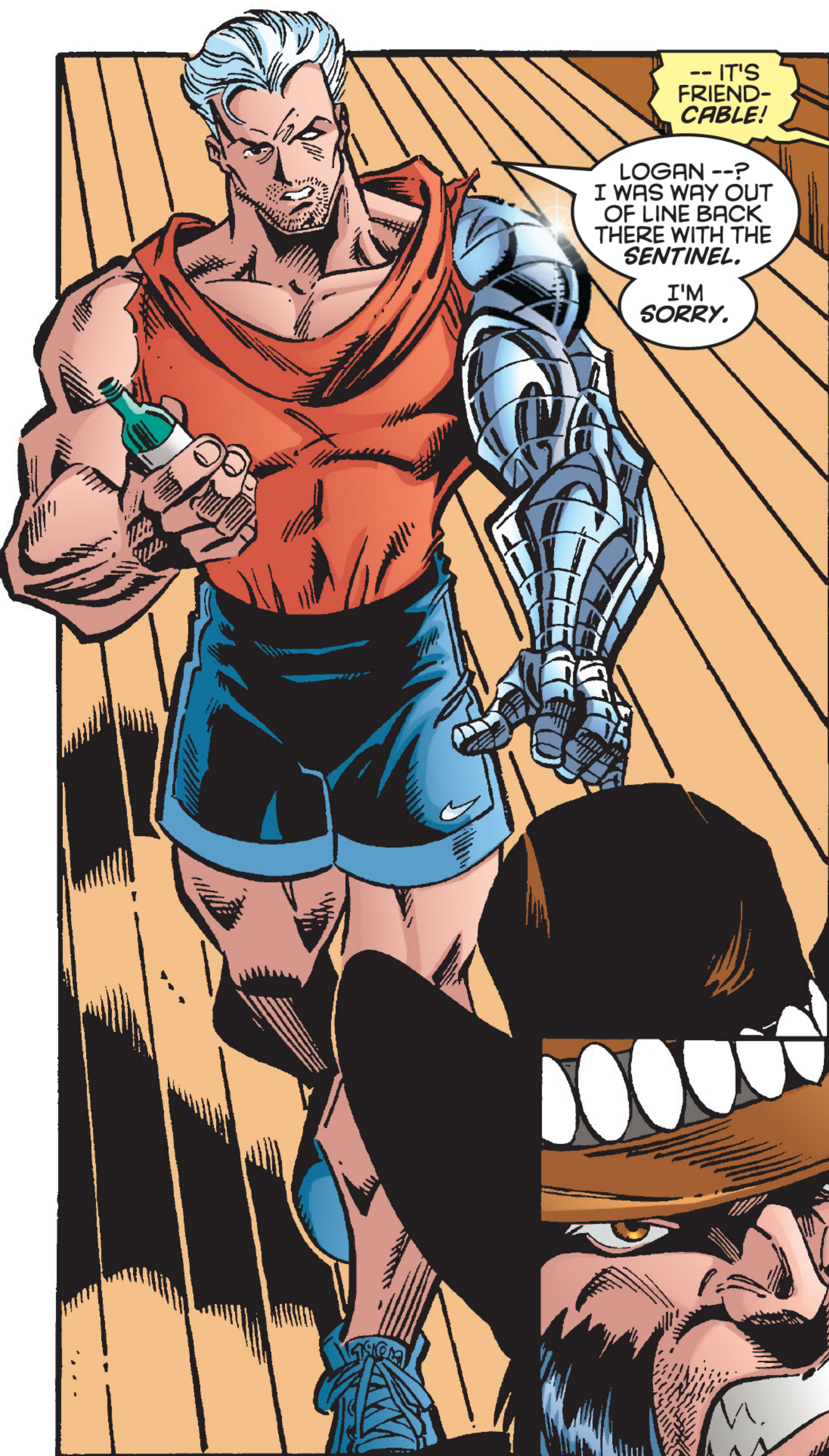
GENESIS
WAS HUNTING
HIM DOWN LIKE A
DOG -- SICKED HIS
DARK RIDERS ON
HIM --

-- AND THIS
AFTER AN ABORTED
ATTEMPT TO INFUSE
THE ADAMANTIUM
BACK INTO
HIM.



STILL, EVEN HURTIN' LIKE HE
WAS, AND REVERTED TO
FERAL STATE, --

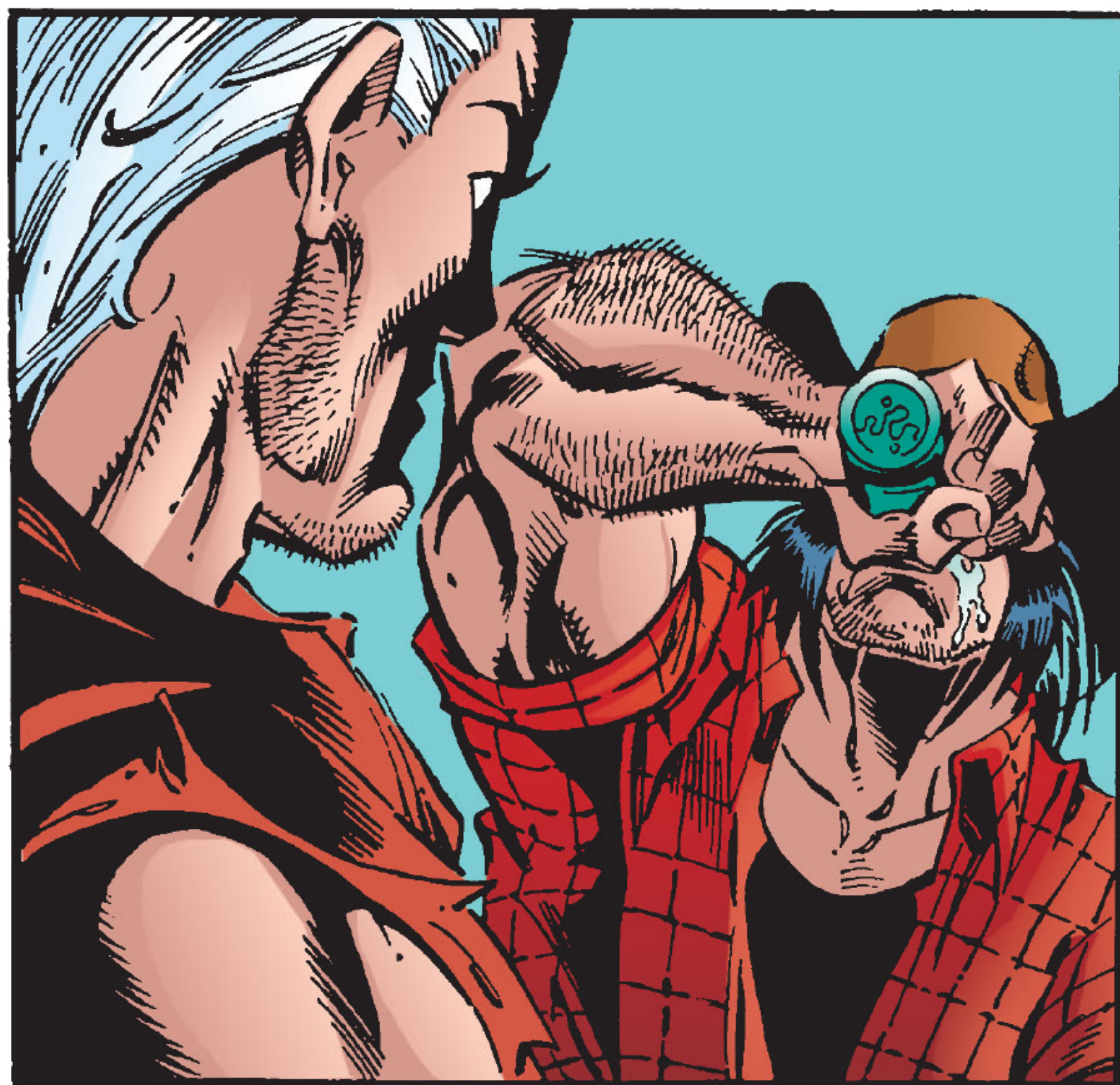
LOOK,
SAM --!



-- WELL, I'M JUST SAYING I'M SORRY AND THAT'S WATER UNDER THE BRIDGES AS FAR AS I'M CONCERNED.

I'M SAYIN' I'M SORRY ABOUT YOUR BOY, TYLER, TOO.

I KNOW THERE AIN'T NO MANY WORDS THAT CAN PUT A THING LIKE THAT RIGHT...





I APPRECIATE THAT YOU DIDN'T TRY TO RATIONALIZE WHAT YOU DID.

I UNDERSTAND YOU HAD NO CHOICE.

BUT YOU MUST REALIZE THAT THERE'S NO ASSUAGING THIS SORT OF THING.

MAYBE WE'LL NEVER BE FRIENDS --



-- BUT I PROMISE THAT YOU NEED NEVER FEAR TO TURN YOUR BACK TO ME WHILE WE ARE STILL ON THE SAME SIDE.



CLINK

BEER

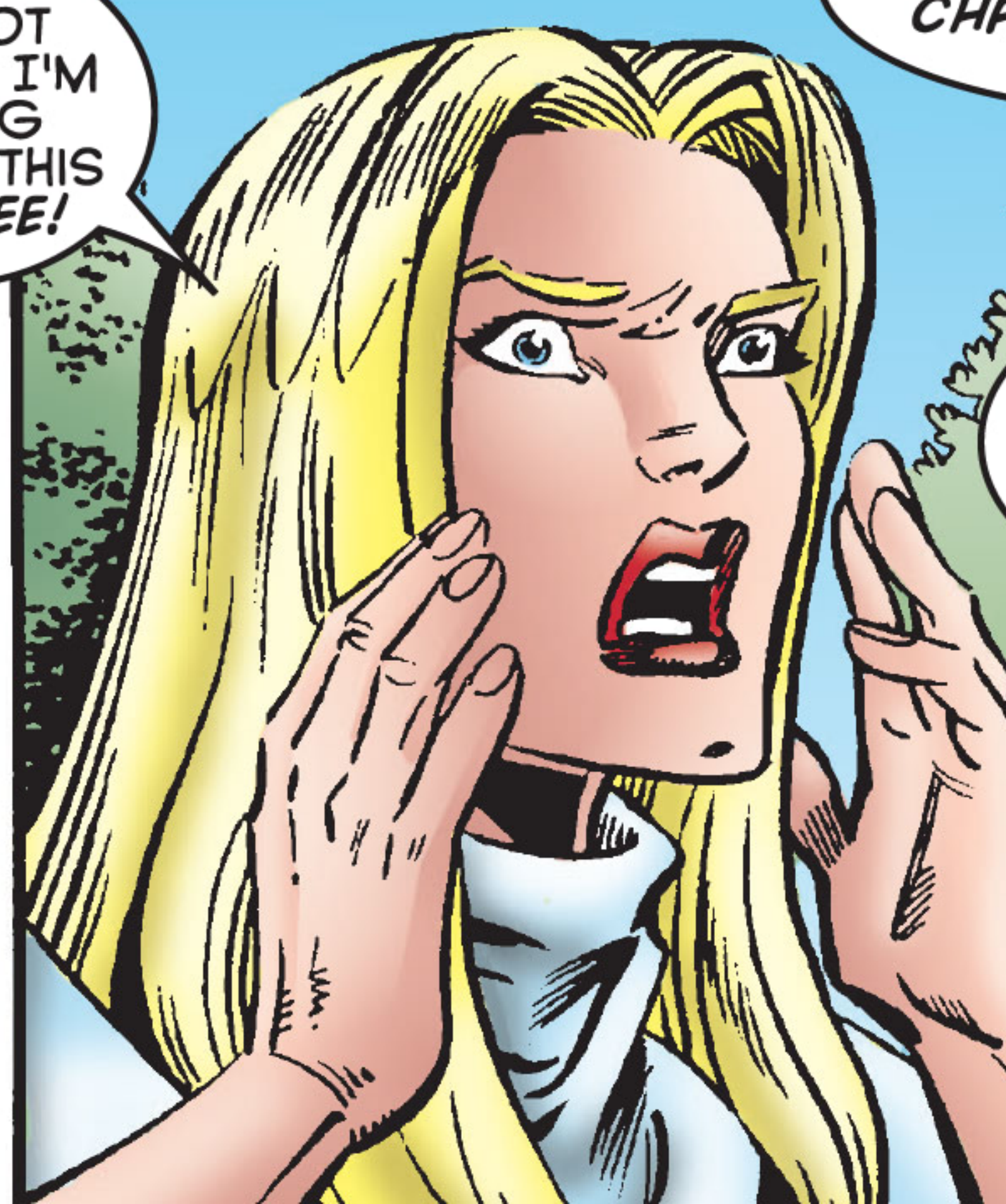
BEER



THAT'S AS GOOD AS IT GETS, BUB.



I CANNOT BELIEVE I'M TAKING PART IN THIS BANSHEE!



TIME FOR EVERYBODY TO CHANGE INTO THEIR COSTUMES!

AW, EMMA -- WE HAVEN'T EVEN STARTED ON THE FLOATING ISLANDS!

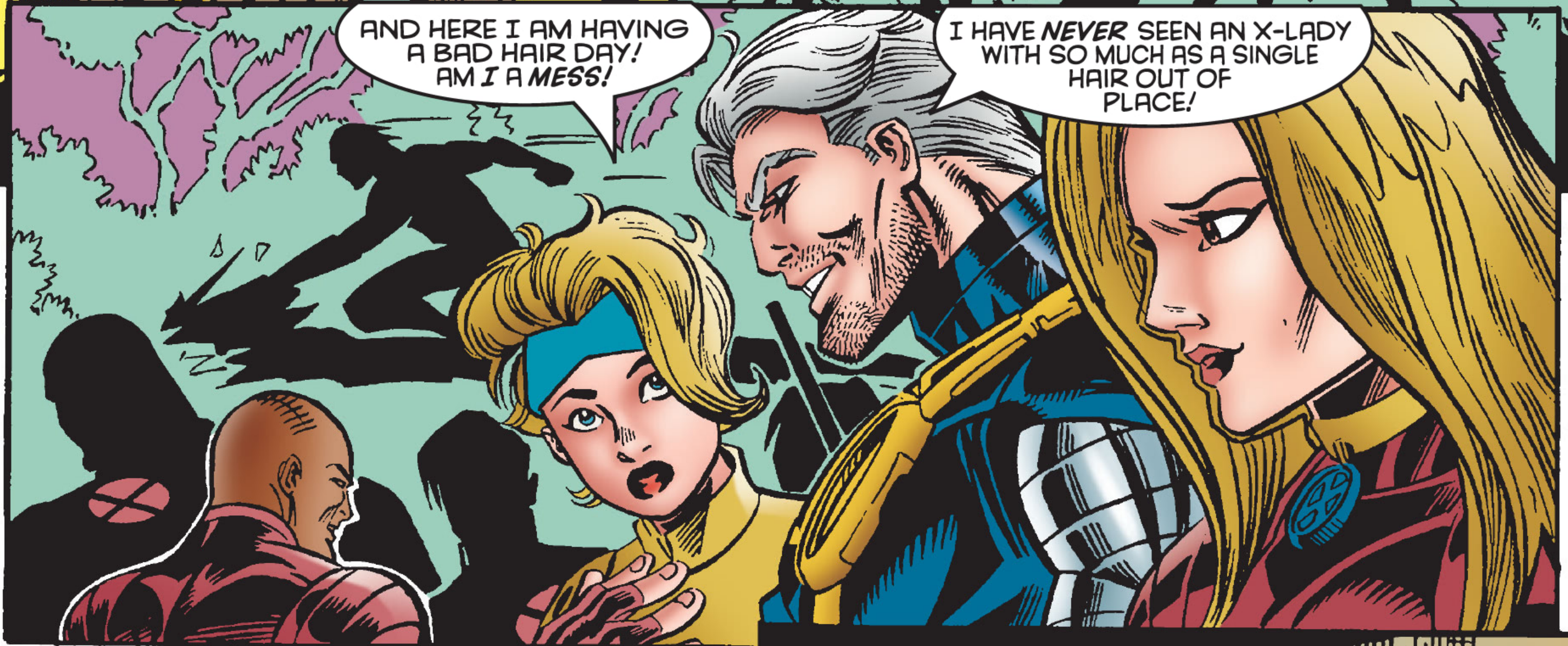


5 SHORTLY...

LET'S
MOVE IT!

WE DON'T
HAVE MUCH
TIME!

YOU
KNOW THE DRILL --
BIG GUYS IN THE
BACK!



AND HERE I AM HAVING
A BAD HAIR DAY!
AM I A MESS!

I HAVE *NEVER* SEEN AN X-LADY
WITH SO MUCH AS A SINGLE
HAIR OUT OF
PLACE!



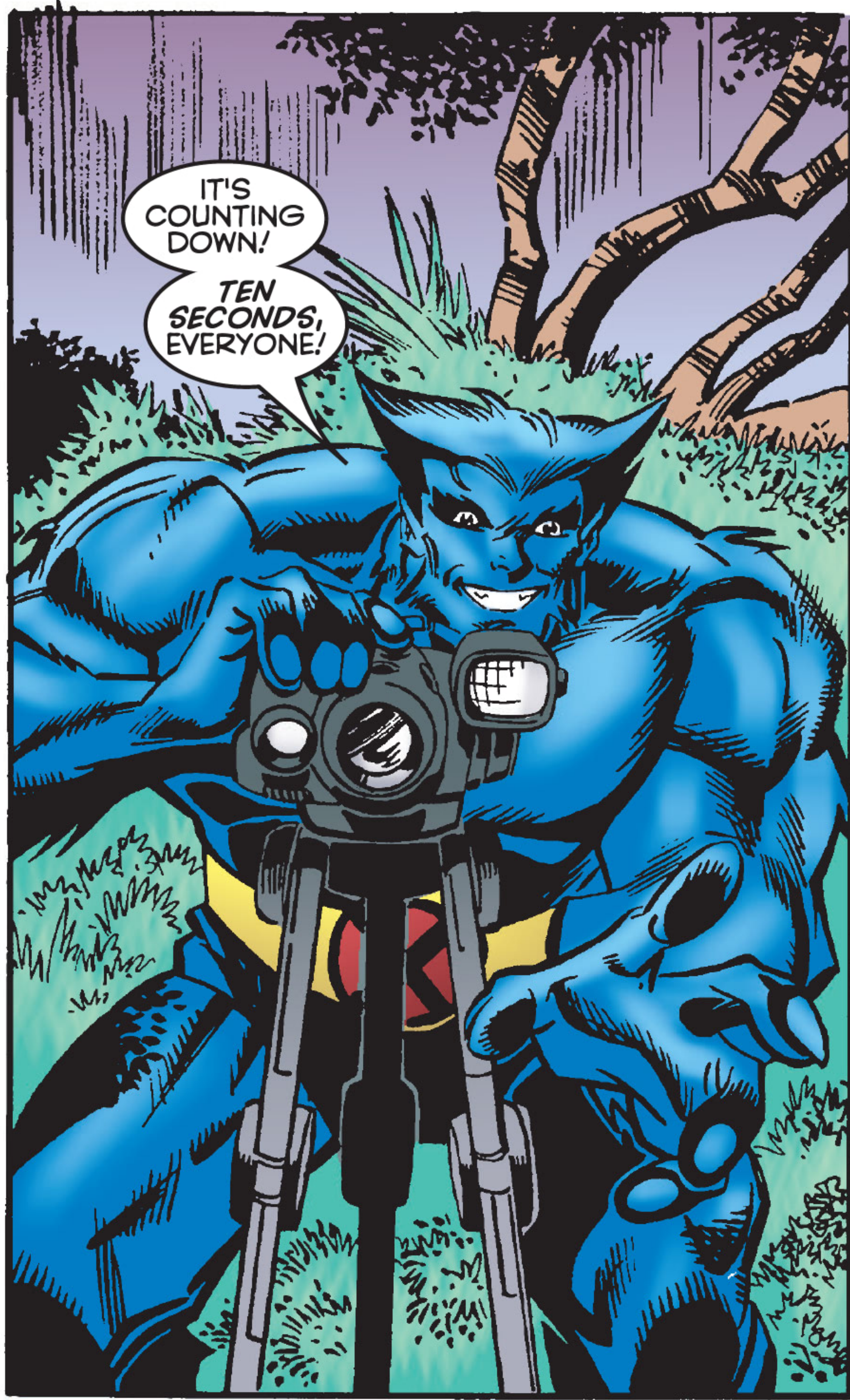
CAN YOU GET THAT
CONTRAPTION TO
WORK, HANK?

NOT
IF YOU KEEP
BOTHERING ME,
BOBBY!



ALL
OF YOU WHO CAN
FLY, I WANT A NICE
VEE FORMATION
OVERHEAD!

COORDINATE
THE TIMING WITH
BEAST.

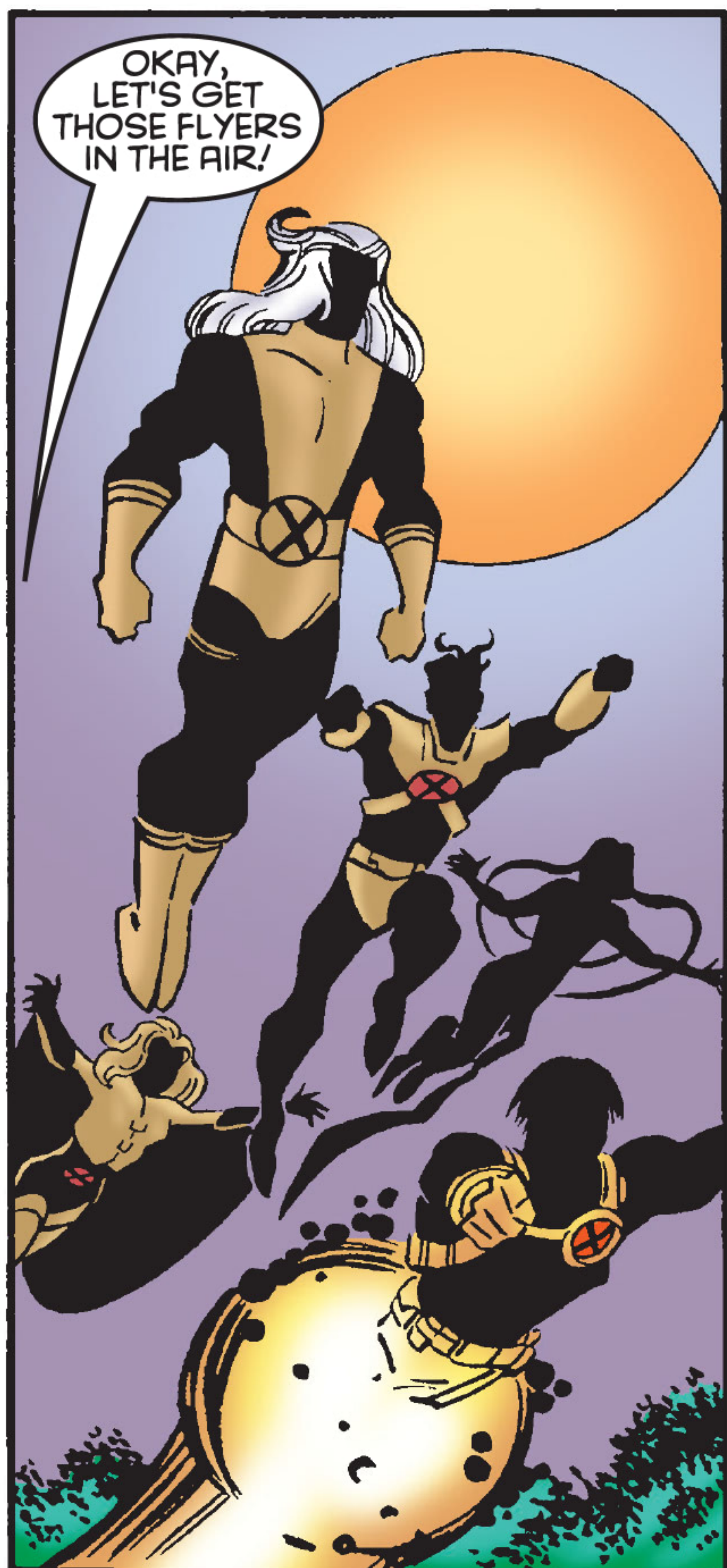


IT'S
COUNTING
DOWN!

TEN
SECONDS,
EVERYONE!



POSITIONS!



OKAY,
LET'S GET
THOSE FLYERS
IN THE AIR!



SPEAKING
OF FLYING --

-- LOOK
WHO SHOWED
UP!

IT'S
GATEWAY!
WHERE DID
HE COME
FROM?



MAYBE
OUR ENIGMATIC
ABORIGINE TELEPORTER
WILL OPEN HIS MOUTH
AND TELL US...

... BUT
APPARENTLY,
NOT
TODAY.



THEY ARE OUTCASTS.

SHUNNED, IF NOT HUNTED DOWN BY HUMANITY BECAUSE OF THEIR GENETIC DIFFERENCES.

THE PAST FEW WEEKS HAVE, IN ALL LIKELIHOOD, BEEN THE MOST TRYING EVER FOR EACH ONE OF THEM.

EVERYTHING THEY BELIEVE IN HAS BEEN CHALLENGED.

MANY THEY LOOKED UP TO HAVE PERISHED...

... OR IN THE CASE OF CHARLES XAVIER, THE MAN WHO, IN MANY WAYS, BROUGHT THIS DISPARATE GROUP TOGETHER...

... FELL FROM GRACE.

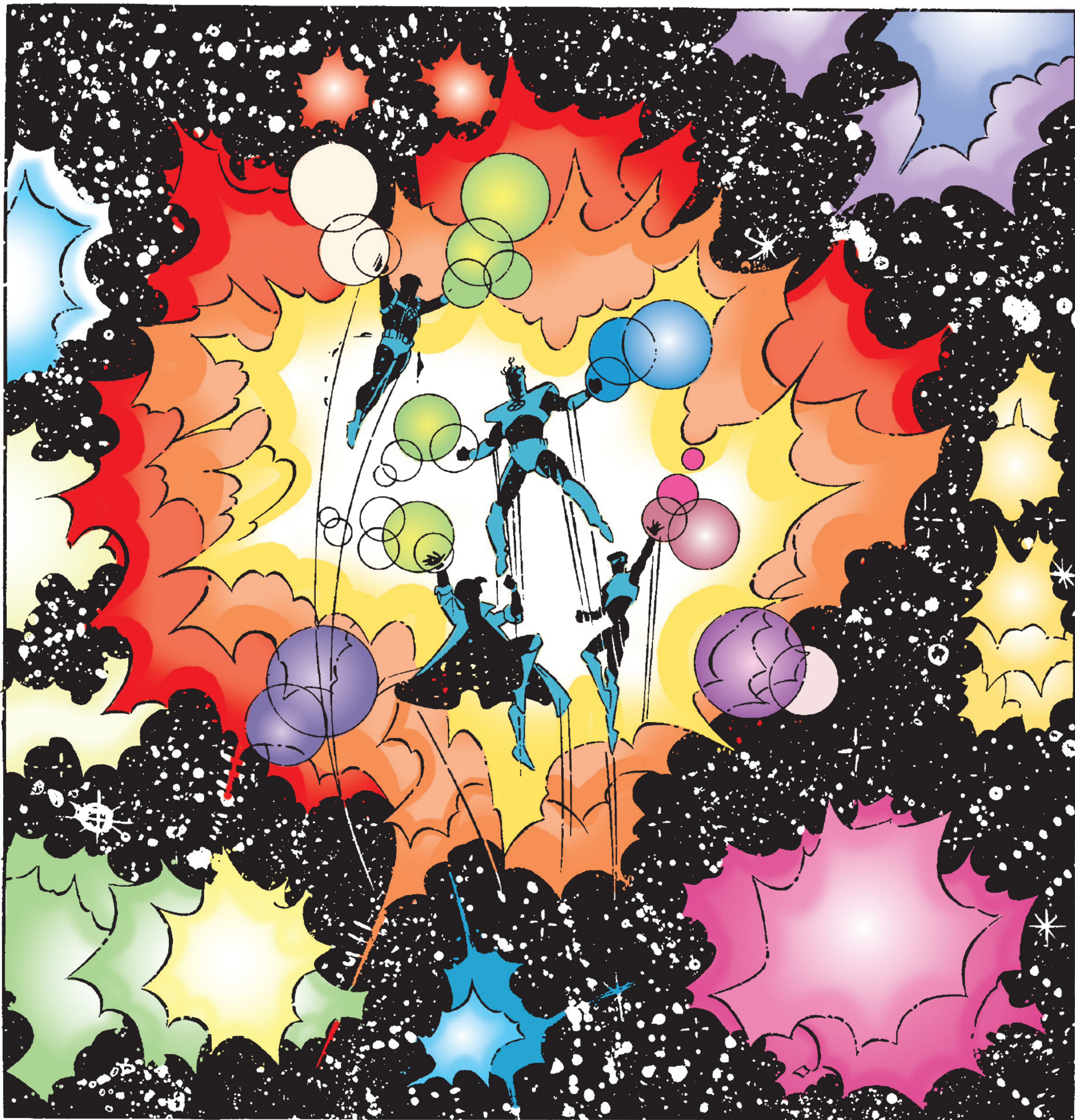
STILL, THEY PERSEVERE...

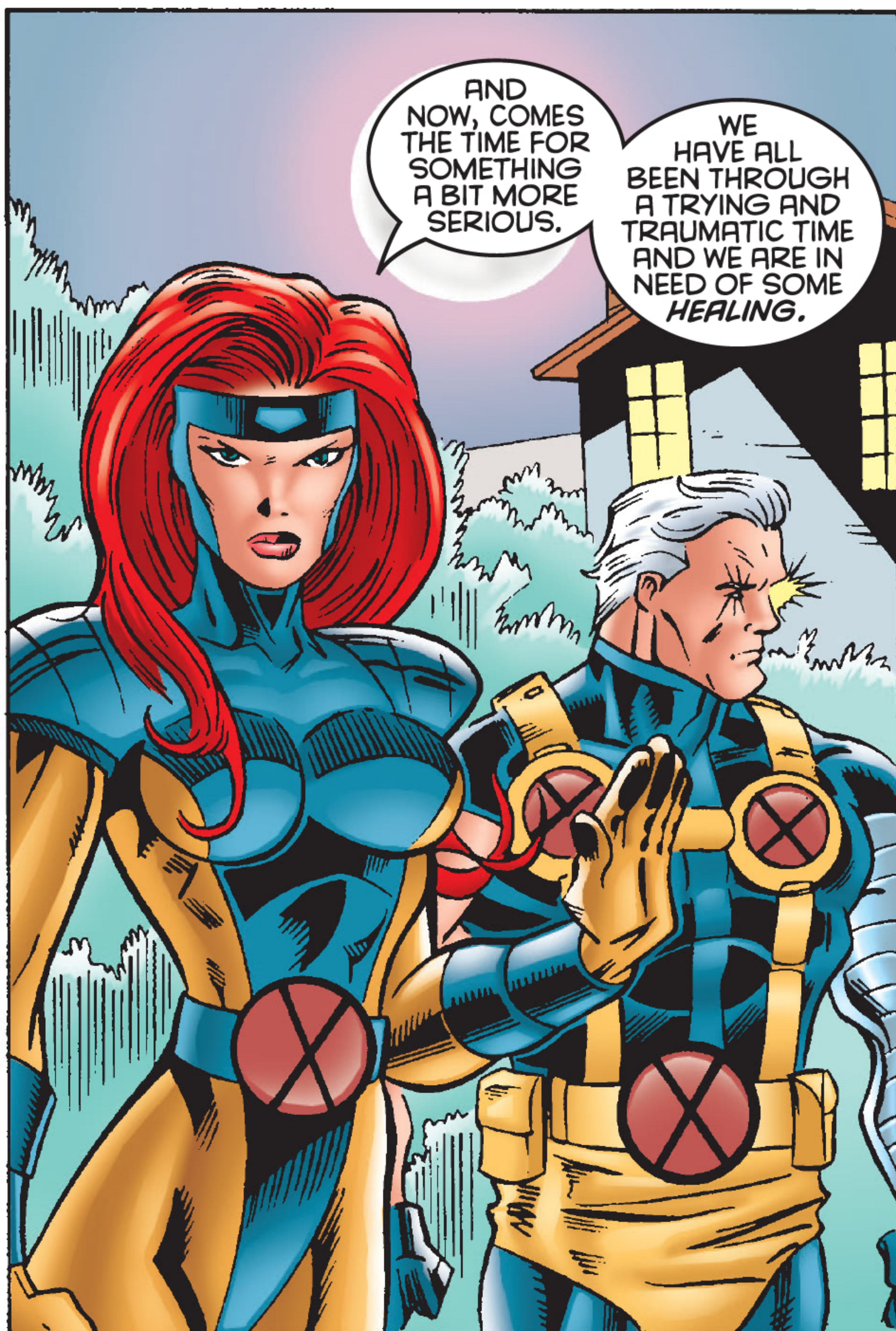
... DRAWING STRENGTH FROM EACH OTHER...

... GAINING HOPE THAT DESPITE TODAY'S HORRORS, A BRIGHTER TOMORROW REMAINS.

CAS
STR
LLO

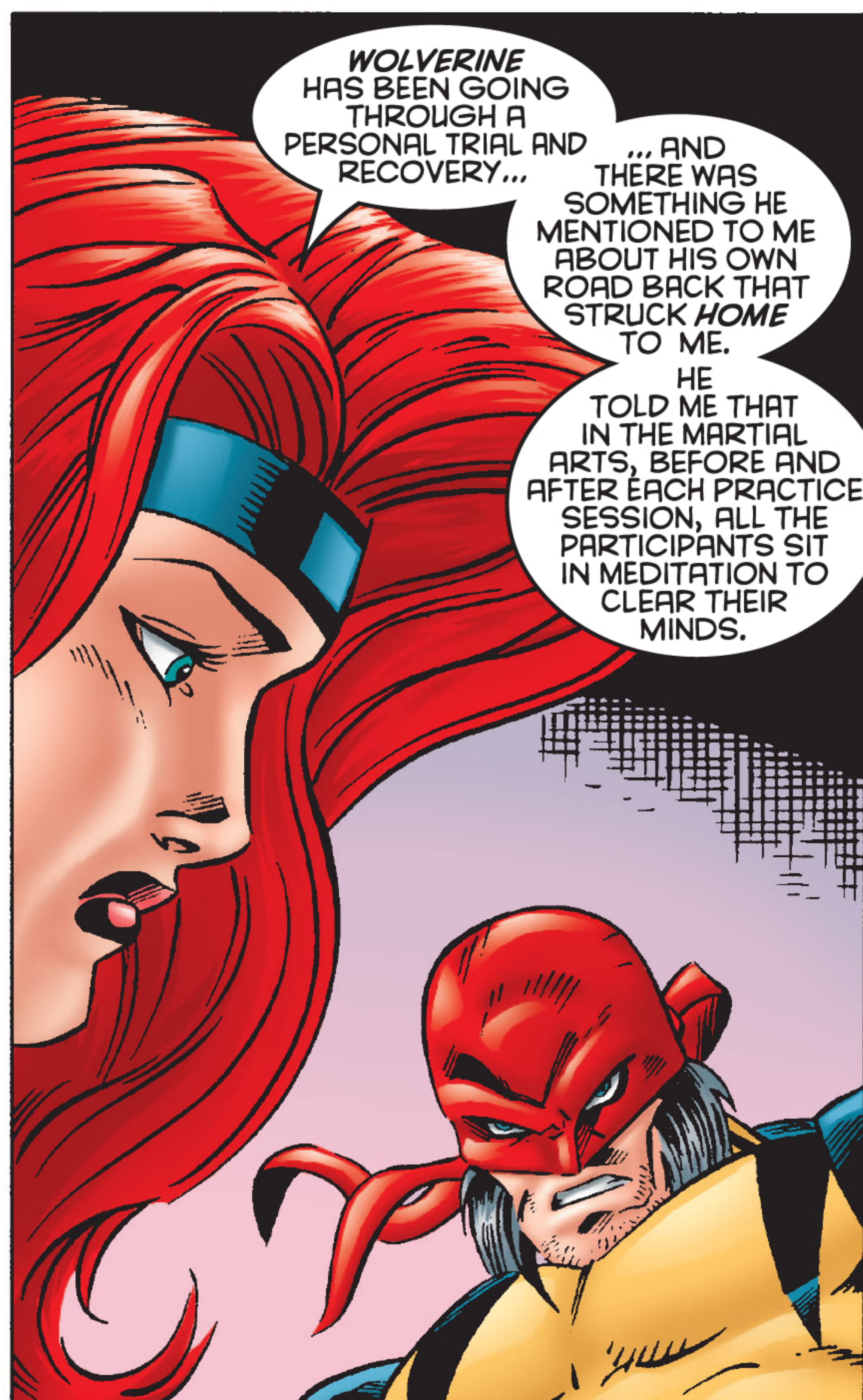






AND NOW, COMES THE TIME FOR SOMETHING A BIT MORE SERIOUS.

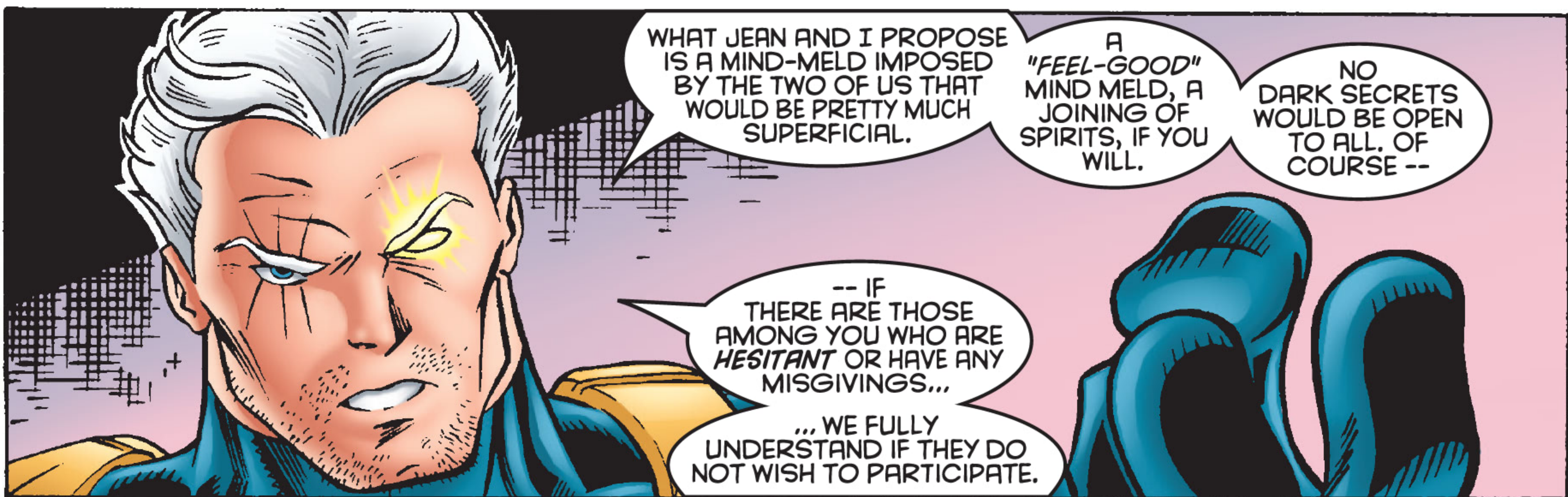
WE HAVE ALL BEEN THROUGH A TRYING AND TRAUMATIC TIME AND WE ARE IN NEED OF SOME HEALING.



WOLVERINE HAS BEEN GOING THROUGH A PERSONAL TRIAL AND RECOVERY...

... AND THERE WAS SOMETHING HE MENTIONED TO ME ABOUT HIS OWN ROAD BACK THAT STRUCK HOME TO ME.

HE TOLD ME THAT IN THE MARTIAL ARTS, BEFORE AND AFTER EACH PRACTICE SESSION, ALL THE PARTICIPANTS SIT IN MEDITATION TO CLEAR THEIR MINDS.



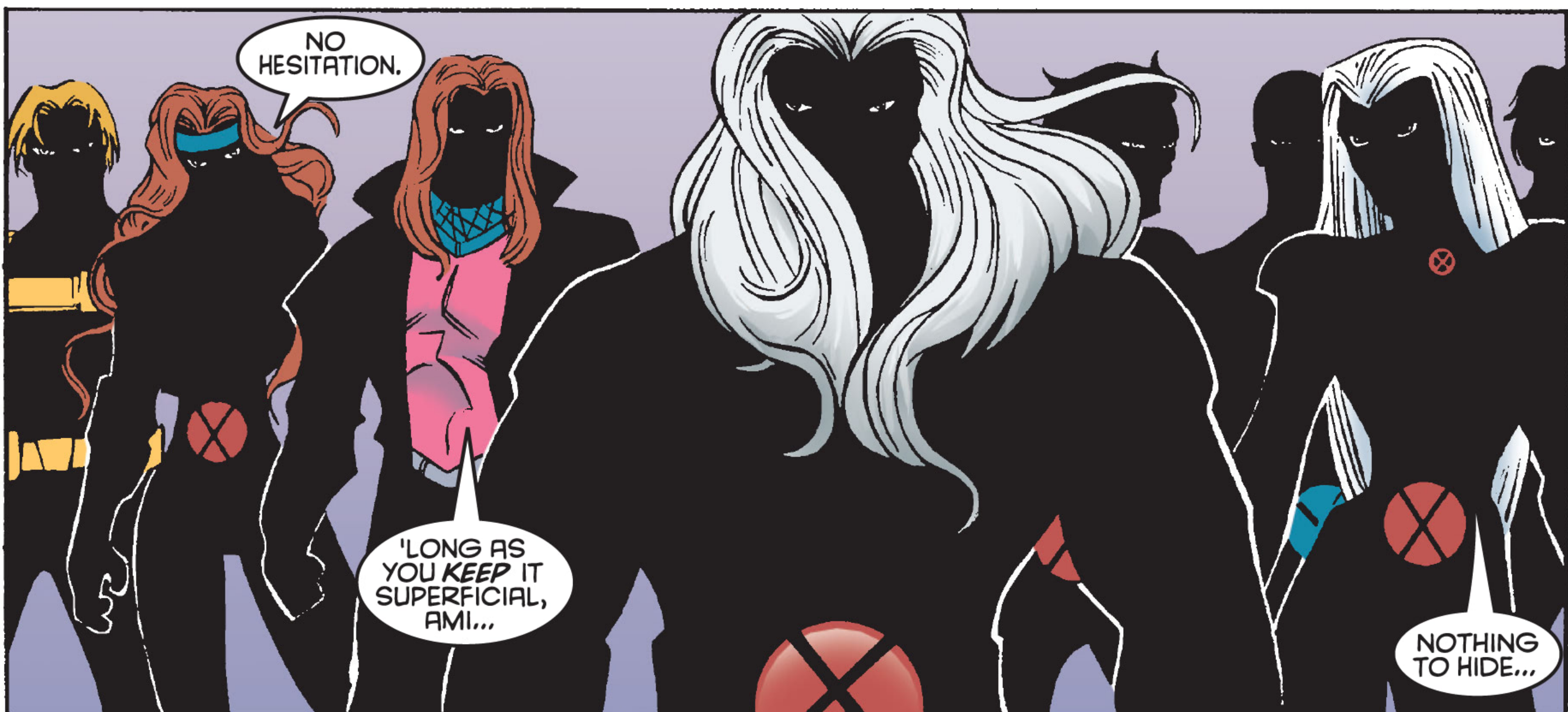
WHAT JEAN AND I PROPOSE IS A MIND-MELD IMPOSED BY THE TWO OF US THAT WOULD BE PRETTY MUCH SUPERFICIAL.

A "FEEL-GOOD" MIND MELD, A JOINING OF SPIRITS, IF YOU WILL.

NO DARK SECRETS WOULD BE OPEN TO ALL. OF COURSE --

-- IF THERE ARE THOSE AMONG YOU WHO ARE *HESITANT* OR HAVE ANY MISGIVINGS...

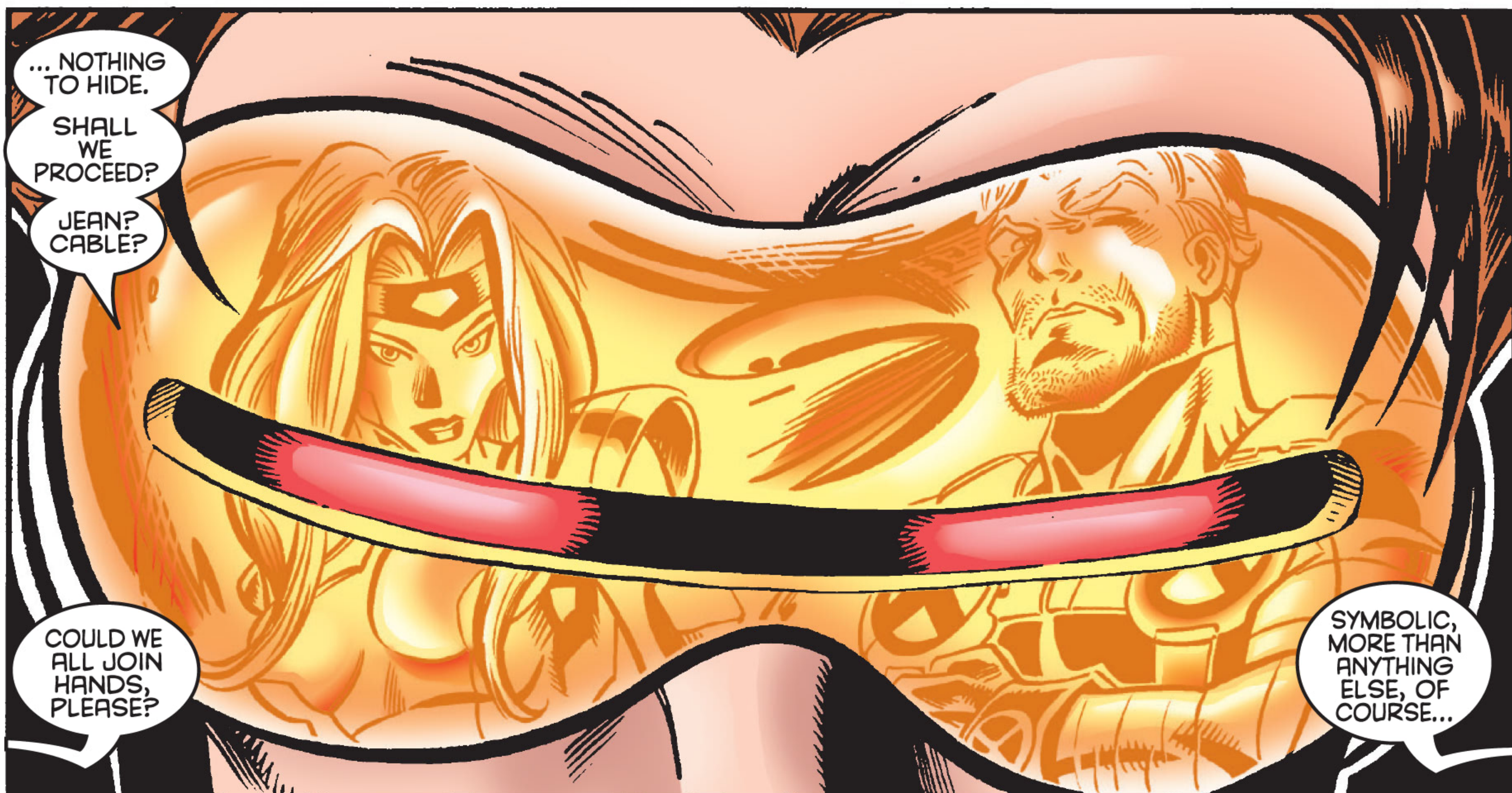
... WE FULLY UNDERSTAND IF THEY DO NOT WISH TO PARTICIPATE.



NO HESITATION.

'LONG AS YOU *KEEP* IT SUPERFICIAL, AMI...

NOTHING TO HIDE...





AT FIRST THERE IS NOTHING...

... AND THEN A COOL GENTLE WAVING LIKE A WIND OUT OF THE EAST.

... A BREEZE BEARING AN ASTONISHING BABBLE OF DISPARATE THOUGHTS AND EMOTIONS --

... ALL ADRIPT IN CONFUSION LIKE CONVERSATIONS AT A NOISY PARTY.

AND THEN, THE INDIVIDUAL VOICES GIVE WAY TO AN UNDERLYING CHORUS THUMMING IN SOME MENTAL HARMONY...

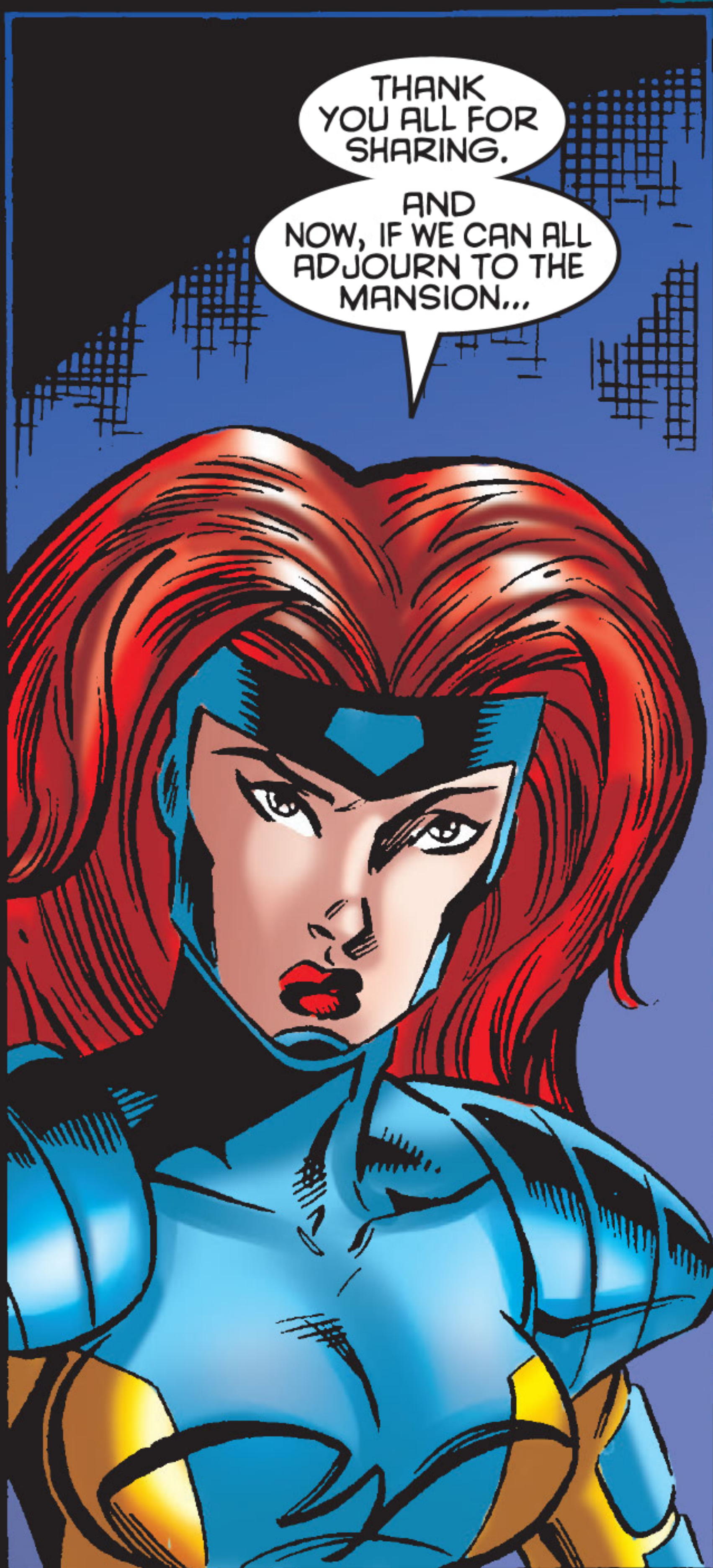
... SINGING A BRIGHT CHORD, A MAJOR FIFTH OF THE MIND-WAVES, REMINDING ONE AND ALL OF THE TIE THAT BINDS THEM TOGETHER.

THE CHORD RISES AND DECAYS, LEAVING AN AFTER-TONE REVERBERATING WITH AN ETHEREAL SENSATION OF WELL-BEING...

... LIKE THE FLEETING REMBRANCE OF AN OLD FRIEND LONG UNSEEN OR A LOVER'S TOUCH DIMLY RECALLED...

... BRUSHING, FEATHER-LIKE AGAINST THE CONSCIOUSNESS --

-- AND FADING AWAY TO AN UNNATURAL QUIET.



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EPILOGUE[™]

THE PATH TO
REDEMPTION

**Stan Lee Presents the final chapter in the
ONSLAUGHT SAGA**

PRISONER M-13

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H HE IS PROFESSOR CHARLES XAVIER, FORMERLY THE MOST POWERFUL MUTANT ON THE FACE OF THE PLANET, ONE TIME LEADER OF THE OUTLAW GROUP CALLED THE X-MEN...

...UNTIL HE ALLOWED HIMSELF, IN A MOMENT OF **WEAKNESS**, TO BEGIN THE SELF-TRANSFORMATION THAT EVENTUALLY LED TO THE CREATION OF THE NEAR-OMNIPOTENT BEING CALLED **ONSLAUGHT**.

THE CONSEQUENCES --

-- INCLUDING THE SACRIFICE OF EARTH'S MOST RENOWNED HEROES, THE FANTASTIC FOUR AND THE AVENGERS --

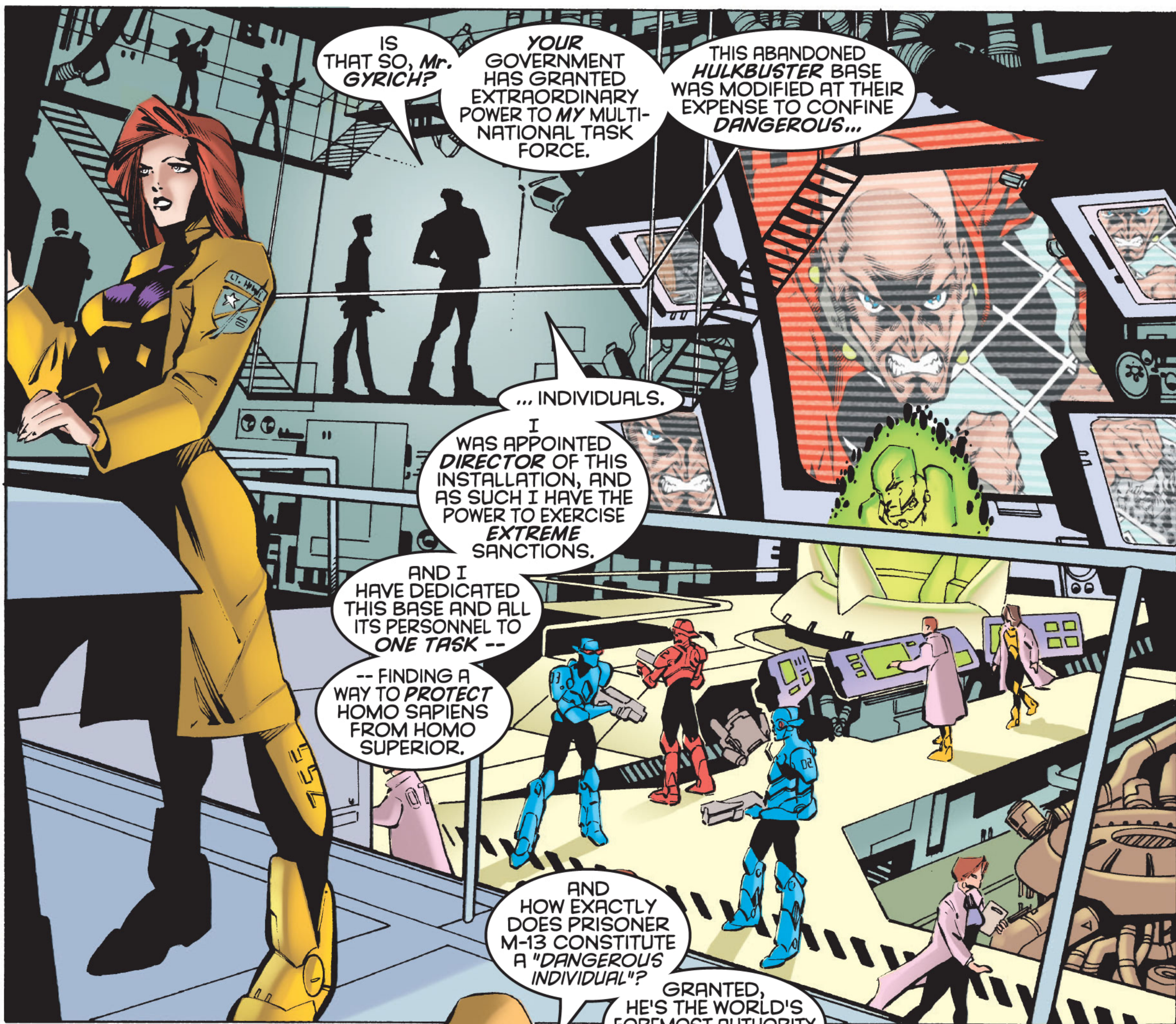
-- WERE SO MONSTROUS THAT HE FELT THAT HUMANITY WAS OWED THE ASSURANCE THAT IT COULD NOT HAPPEN AGAIN.

EVEN IF IT MEANT SACRIFICING HIS OWN FREEDOM.

THIS, HOWEVER, IS NOT THE PENANCE HE EXPECTED.

YOU SHOULDN'T HAVE DONE THAT, **BASTION** --

-- PRISONER M-13 IS IN **GOVERNMENT CUSTODY** BY HIS OWN CONSENT.



IS THAT SO, Mr. GYRICH?

YOUR GOVERNMENT HAS GRANTED EXTRAORDINARY POWER TO MY MULTI-NATIONAL TASK FORCE.

THIS ABANDONED **HULKBUSTER** BASE WAS MODIFIED AT THEIR EXPENSE TO CONFINE **DANGEROUS...**

... INDIVIDUALS.

I WAS APPOINTED **DIRECTOR** OF THIS INSTALLATION, AND AS SUCH I HAVE THE POWER TO EXERCISE **EXTREME SANCTIONS**.

AND I HAVE DEDICATED THIS BASE AND ALL ITS PERSONNEL TO **ONE TASK --**

-- FINDING A WAY TO **PROTECT** HOMO SAPIENS FROM HOMO SUPERIOR.

AND HOW EXACTLY DOES PRISONER M-13 CONSTITUTE A "DANGEROUS INDIVIDUAL"?

GRANTED, HE'S THE WORLD'S FOREMOST AUTHORITY ON **GENETIC MUTATION --**



-- BUT THAT DOESN'T MAKE HIM A **MUTANT**.

HE'S CONFINED TO A **WHEELCHAIR**, FOR GOD'S SAKE!

ARE THOSE **PSI-SHIELDS** REALLY NECESSARY?



THERE ARE FACTORS BEYOND YOUR **KEN**, GYRICH.

YOU CANNOT **BEGIN** TO COMPREHEND...

FOR REASONS OF **NATIONAL SECURITY**, ALL I CAN TELL YOU...

... IS THAT YOUR SO-CALLED HARMLESS **SCHOLAR** IS IN POSSESSION OF VITAL INFORMATION CONCERNING THE ENTITY KNOWN AS **ONSLAUGHT**!

I'VE
SEEN NO
EVIDENCE
OF THAT.

CLICK

REPLAY:
INTERROGATION
SECTION-13 CONDUCTED
IN SUBJECT'S CELL IN
MAXIMUM SECURITY
BLOCK.

... WE
WERE NOT
PLEASED WITH
YOUR LEVEL OF
COOPERATION,
PRISONER
M-13 --

REALLY, BASTION.
THIS IS SUCH AN
OBVIOUS PLOY AT
DEHUMANIZING
A MAN...

... REDUCING
ME TO A
NUMBER.

M-13

CURIOUS
THAT ONE WHO
IS SO CONCERNED
WITH MUTANTS WOULD
BANDY THAT WORD
AROUND SO
FREELY...

... MUTANTS
AREN'T REALLY
HUMAN, ARE
THEY?

THERE HAVE
BEEN OTHERS WHO
HAVE USED THAT LINE
OF REASONING FOR
THEIR OWN TWISTED
PURPOSES --

-- A CERTAIN
AUSTRIAN PAPER-
HANGER COMES
TO MIND.

M-13

ARE YOU
COMPARING
ME TO
HITLER...

... SIMPLY
BECAUSE I
KNOW THE DANGER
THE MUTANT
RACE POSES TO
HUMANITY?

NEED
I REMIND
YOU THAT IT WAS
HOMO SUPERIOR
WHICH UNLEASHED
ONSLAUGHT
UPON US --

-- A BEING
OF SUCH EXTREME
MALEVOLENCE THAT
HE SOUGHT TO END
ALL LIFE AS WE
KNOW IT ON THIS
PLANET!

LOOK
AT THE WHOLE-
SALE CARNAGE
MUTANTKIND HAS
WROUGHT!

LOOK AT
THE PRICE OF
MEDDLING WITH
NATURE!

MEDDLING
WITH NATURE?

MUTANTS
DIDN'T ASK TO
BE BORN THE WAY
THEY ARE --

-- THEY ARE
THE RESULT OF
NATURE.
THEY ARE
SIMPLY THE
MARKERS AT
THE CUSP OF
CHANGE.

EVERYTHING
CHANGES.

IF IT
DOESN'T...

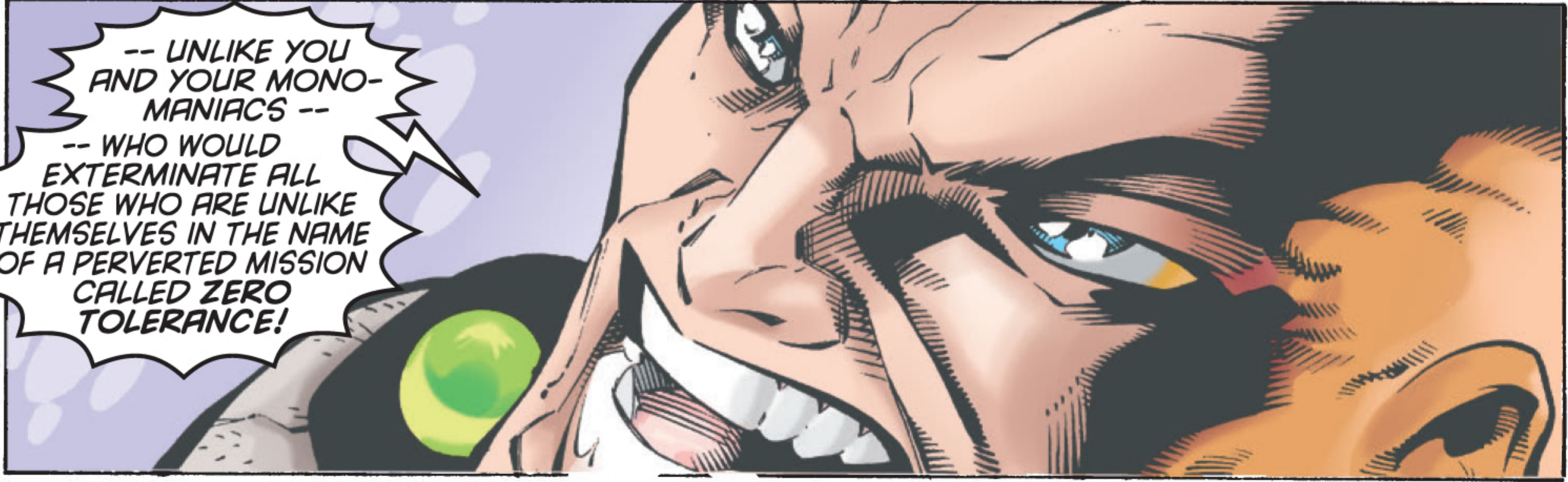
... IT
STAGNATES
AND DIES.

DON'T
SPOUT YOUR
RHETORIC AT ME,
YOU UNRESENTANT
MUTANT
SYMPATHIZER!



UNREPENTANT?
GOOD LORD,
MAN --

-- I
WILL CARRY
THE HORROR
OF ONSLAUGHT'S
DEPREDATIONS
WITH ME TO THE
GRAVE!



-- UNLIKE YOU
AND YOUR MONO-
MANIACS --
-- WHO WOULD
EXTERMINATE ALL
THOSE WHO ARE UNLIKE
THEMSELVES IN THE NAME
OF A PERVERTED MISSION
CALLED ZERO
TOLERANCE!



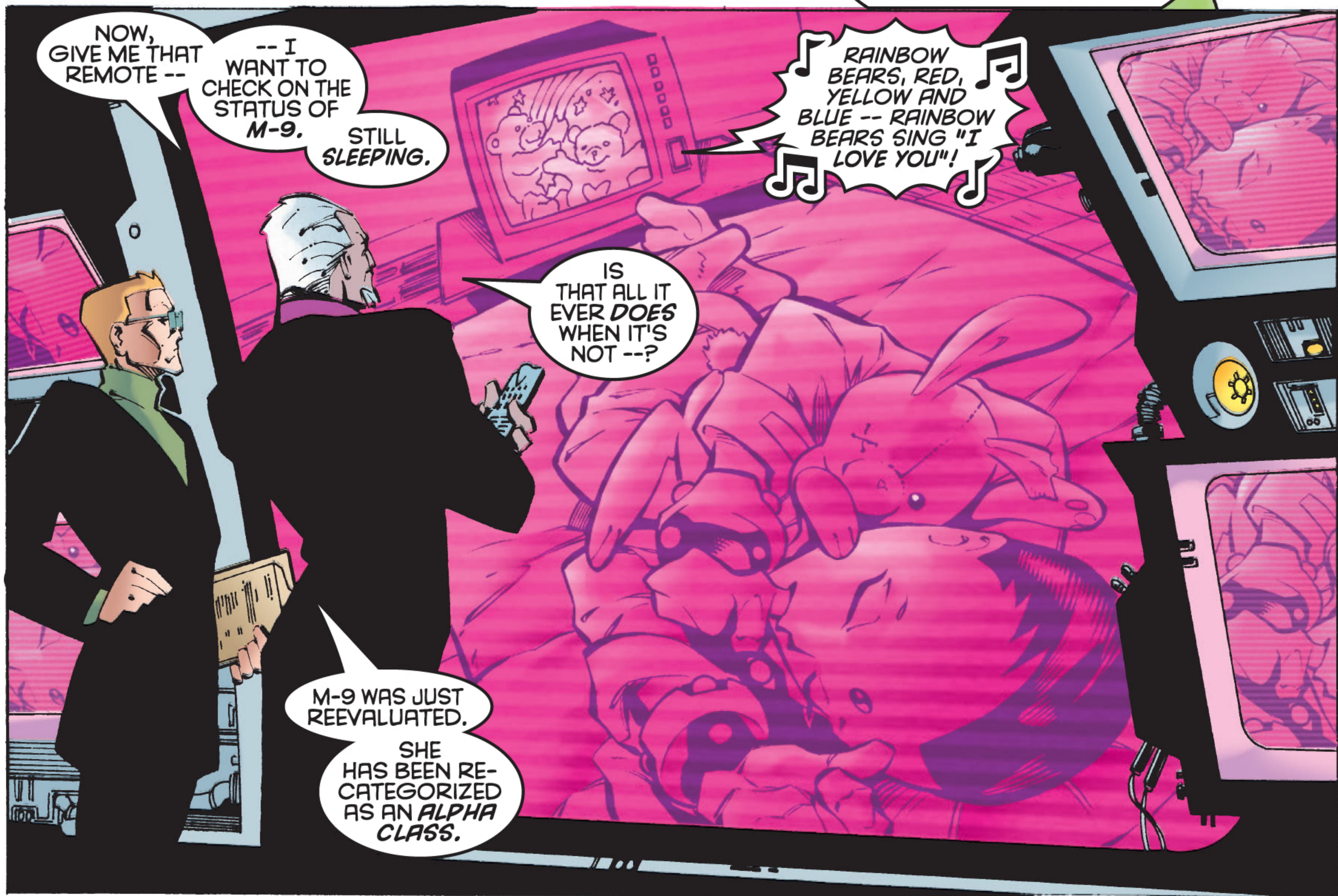
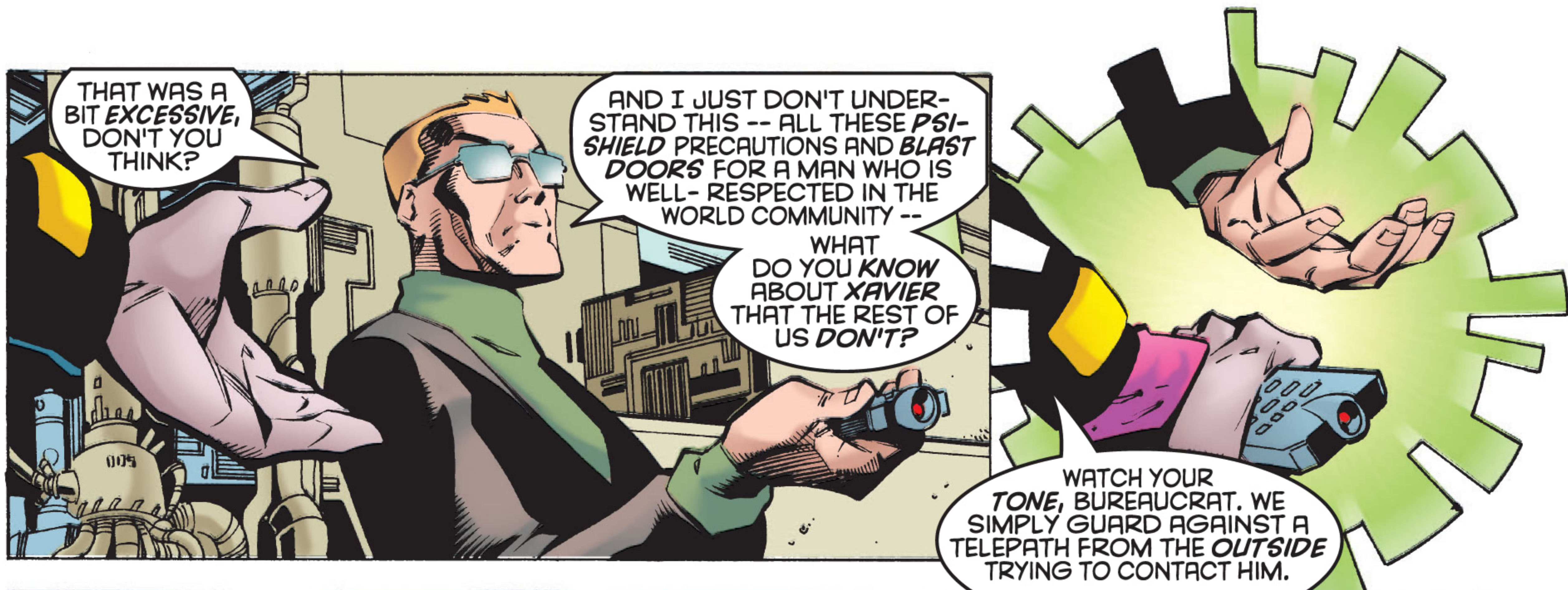
YOU
SIMPLIFY
AND BELITTLE
MANKIND'S
JUSTIFIABLE
FEARS!
TELL ME,
PROFESSOR
XAVIER --



-- WHY
DID YOU
TURN YOURSELF
IN TO VAL
COOPER?*

WAS IT
SIMPLY TO AID
THE GOVERNMENT IN
ITS RESEARCH INTO
THE ONSLAUGHT
PHENOMENON --

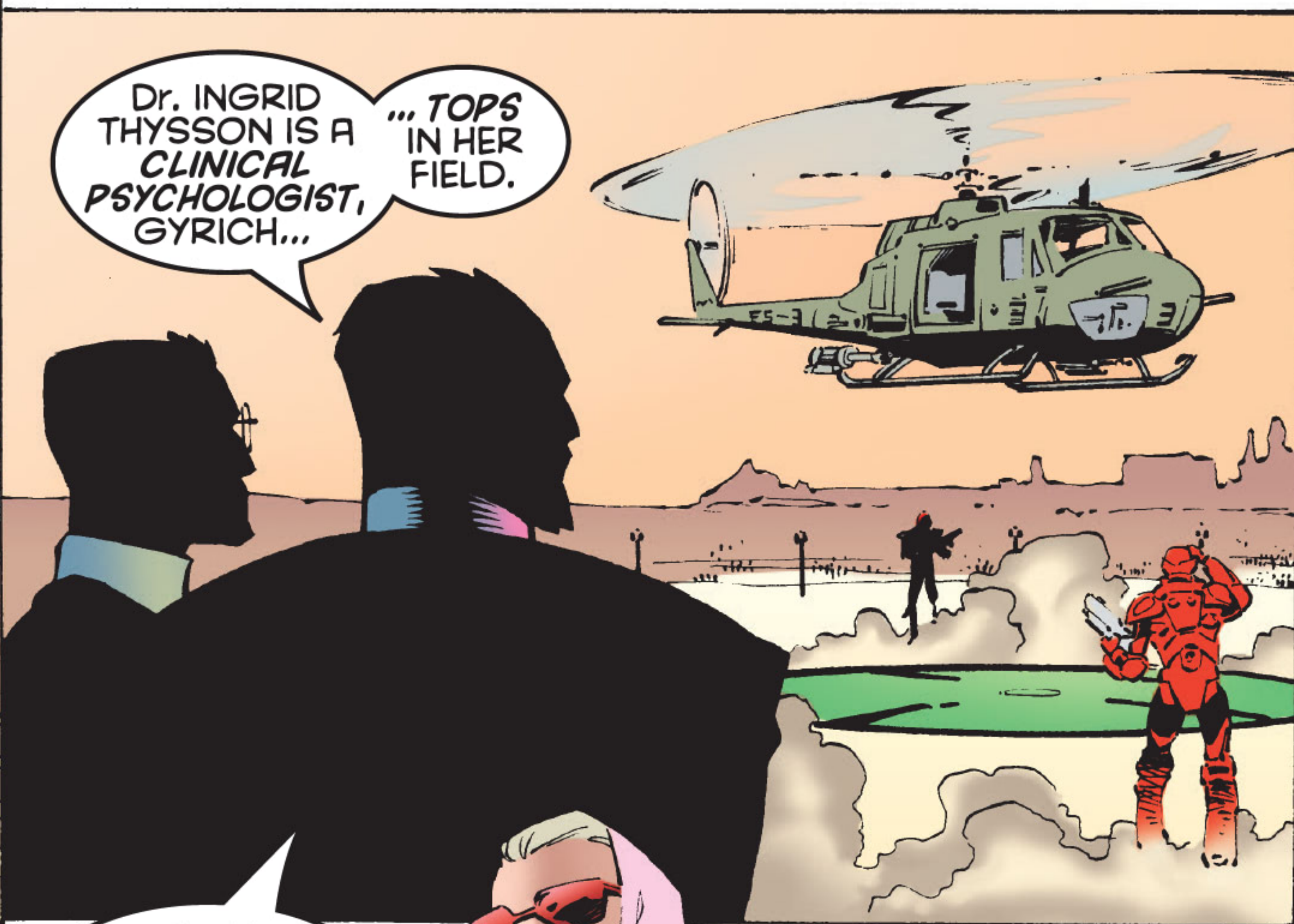
-- OR DO
YOU PERCEIVE
YOURSELF TO BE
A DANGER?!





THAT
WOULD BE *Dr. THYSSON*.

ANOTHER
RESEARCH
SPECIALIST?



Dr. INGRID THYSSON IS A
CLINICAL PSYCHOLOGIST,
GYRICH...

... *TOPS*
IN HER
FIELD.

SHE'LL
BE DOING A
COMPLETE *PSYCH*
EVALUATION
ON *M-13*.

IF ONE IS
TO BE EFFECTIVE
IN EXTRACTING
INFORMATION FROM
A PARTICULARLY
RETICENT
SUBJECT...

... IT PAYS
TO KNOW ALL THE
DARK CORNERS OF
THAT SUBJECT'S
PSYCHE.



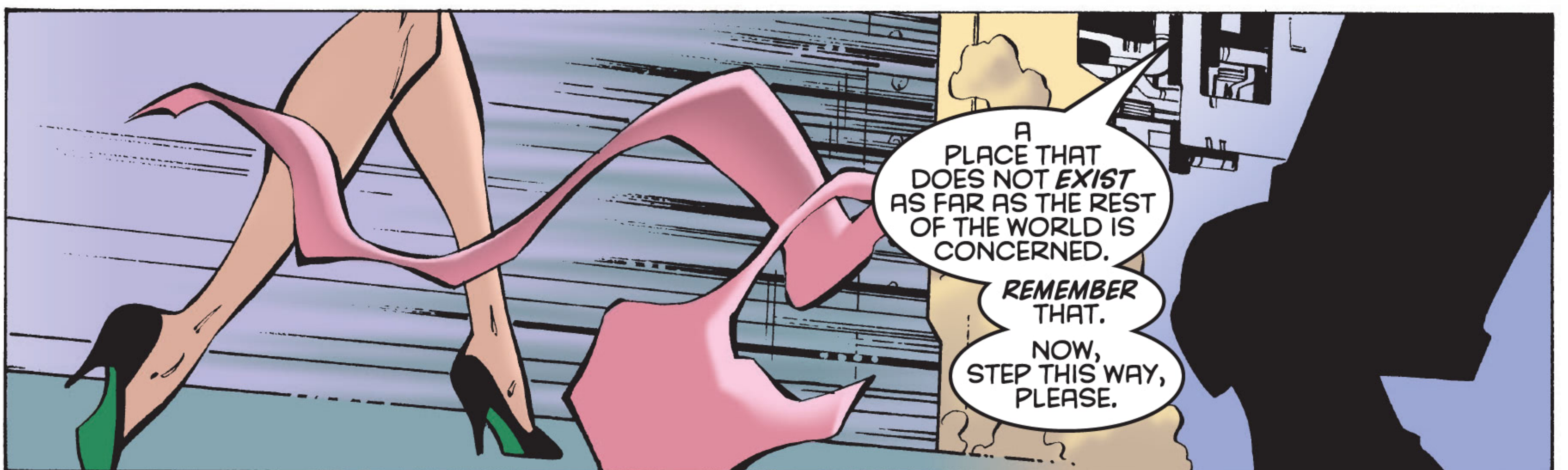
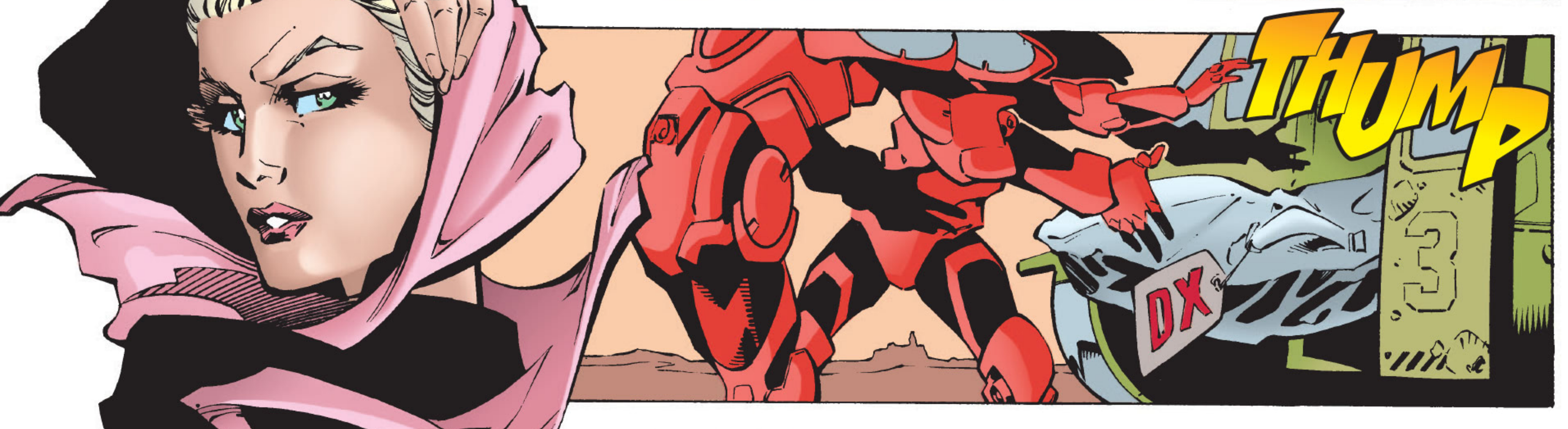
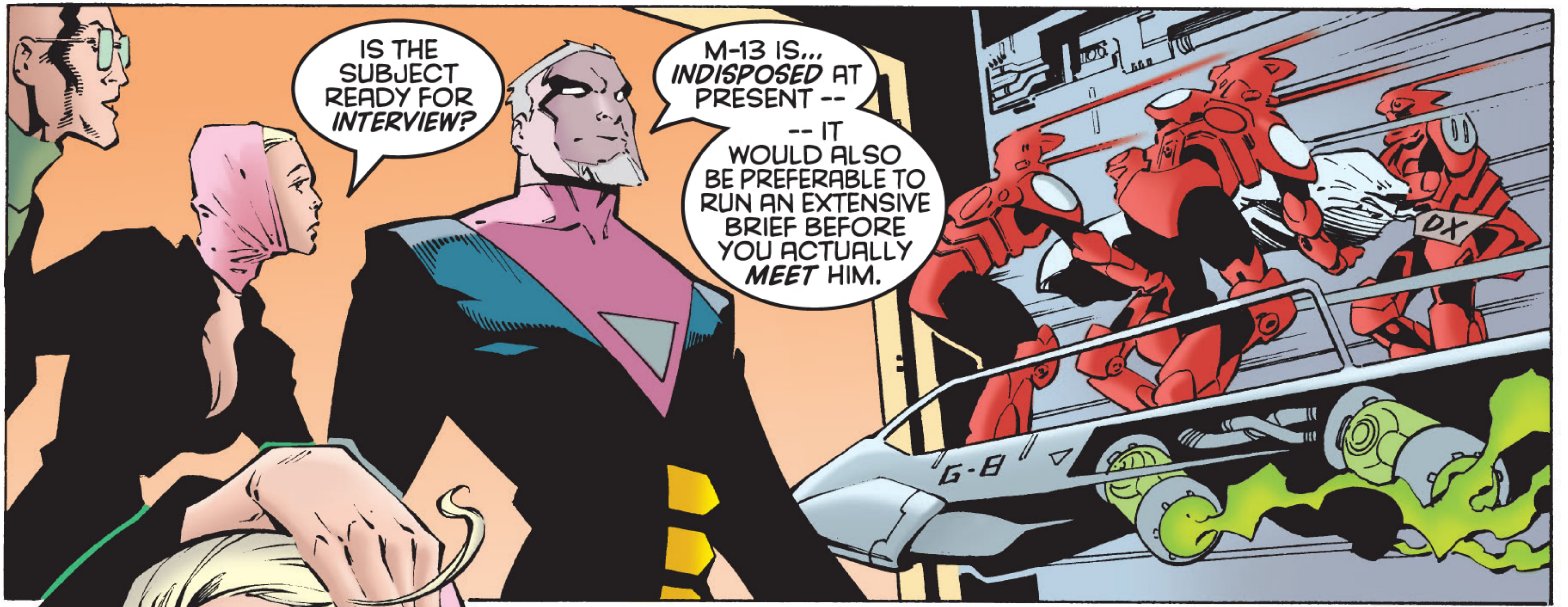
WELCOME
TO NEVADA, *Dr. THYSSON*!

I'M
SPECIAL
AGENT *HENRY PETER GYRICH*
AND THIS
IS --

BASTION.
HE'S THE ONE
IN CHARGE,
CORRECT?



INDUBITABLY.





THIS INSTALLATION WAS ONCE DEDICATED TO THE SOLE PURPOSE OF STOPPING, INCARCERATING AND EVENTUALLY DESTROYING...

... THE MONSTROSITY KNOWN AS THE **HULK**.

THE GOVERNMENT SHUT IT DOWN SEVERAL YEARS AGO...

... BUT WE HAVE REFURBISHED IT AND DELVED TWENTY LEVELS **DEEPER** BENEATH THE DESERT FLOOR.



THIS IS OUR **MAXIMUM SECURITY** LEVEL...

... AND **THAT** IS YOUR SUBJECT, PRISONER M-13.

HE BECAME VIOLENT A SHORT TIME AGO AND HAD TO BE... **RESTRAINED**.

WHAT'S GOING ON HERE?



I WAS TOLD THAT PROFESSOR XAVIER WAS **COOPERATING** WITH VAL COOPER IN THE INVESTIGATION OF **ONSLAUGHT**.



WELL, MA'AM, THERE ARE INVESTIGATIONS, AND THERE ARE **INVESTIGATIONS**...

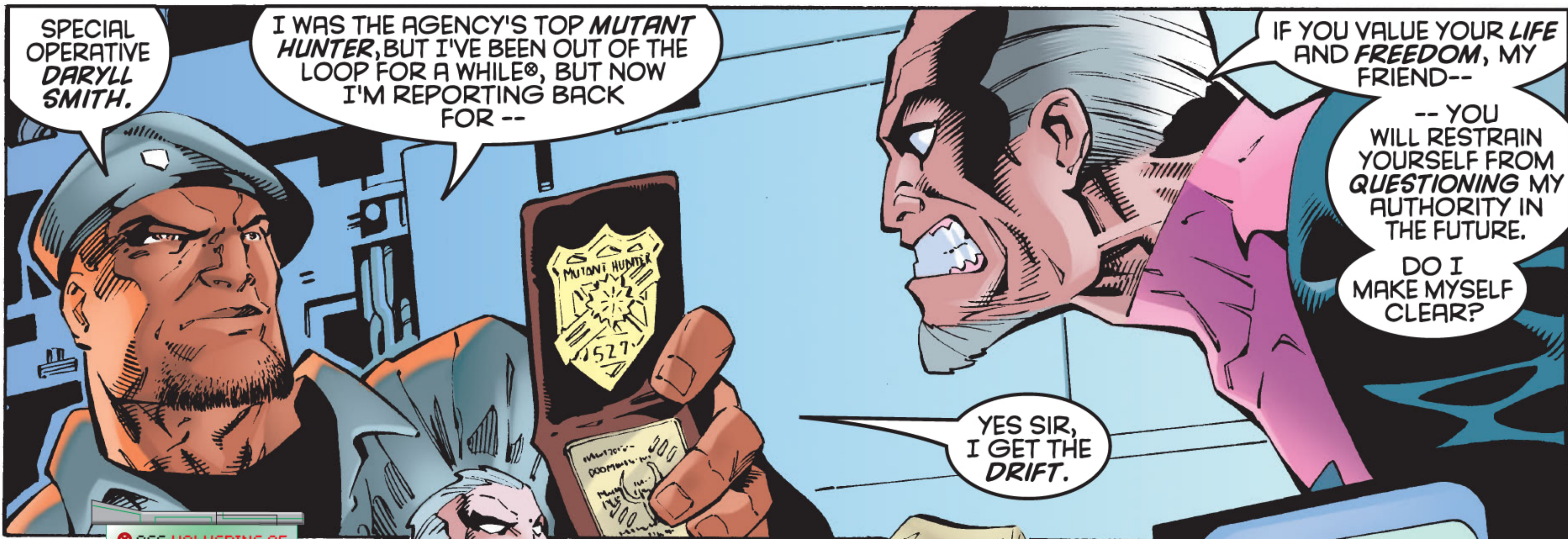
IT APPEARS THAT **THIS ONE** WAS THE OLD-FASHIONED KIND THAT HADN'T EVEN PROGRESSED TO RUBBER HOSES YET.



YOUR BODYGUARD IS SPEAKING OUT OF **TURN**, Dr. THYSSON.

I'M NOT HER BODYGUARD.

THEN **WHO** ARE YOU?



SPECIAL
OPERATIVE
**DARYLL
SMITH.**

I WAS THE AGENCY'S TOP **MUTANT
HUNTER**, BUT I'VE BEEN OUT OF THE
LOOP FOR A WHILE®, BUT NOW
I'M REPORTING BACK
FOR --

IF YOU VALUE YOUR **LIFE**
AND **FREEDOM**, MY
FRIEND--

-- YOU
WILL RESTRAIN
YOURSELF FROM
QUESTIONING MY
AUTHORITY IN
THE FUTURE.

DO I
MAKE MYSELF
CLEAR?

YES SIR,
I GET THE
DRIFT.

SEE **WOLVERINE 95**
BOB

BACK TO
BUSINESS.

PROFESSOR
XAVIER
VOLUNTEERED HIS
EXPERTISE TO VALERIE
COOPER, THE CHAIR-
WOMAN OF THE
COMMITTEE ON
MUTANT AFFAIRS.

IN TURN,
UNDER **ORDERS**
FROM THE VERY
TOP...

... XAVIER WAS
REMANDED INTO
MY CUSTODY.

THE
UNITED STATES-- THE
WORLD-- MUST KNOW
HOW ONSLAUGHT
HAPPENED.

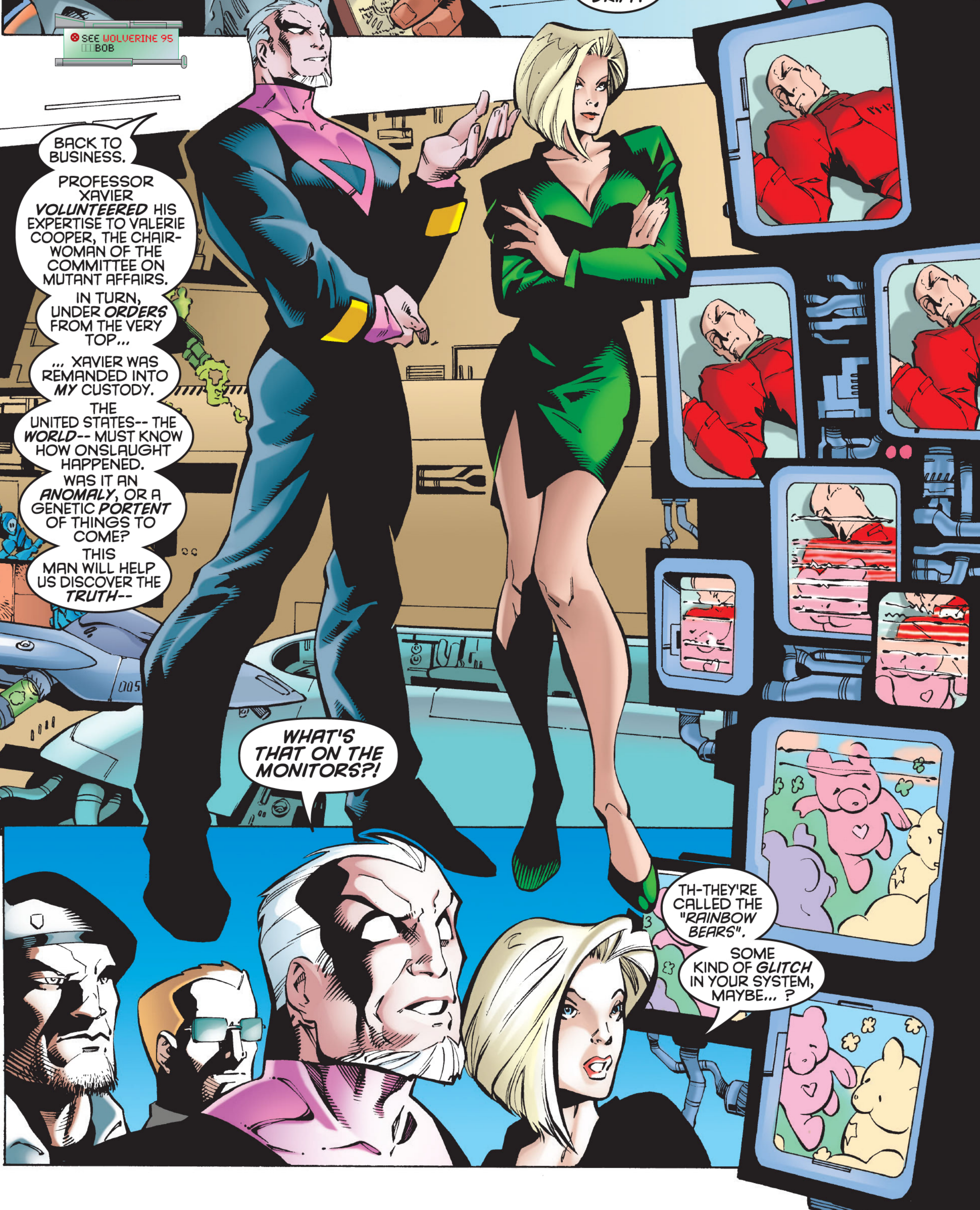
WAS IT AN
ANOMALY, OR A
GENETIC **PORTENT**
OF THINGS TO
COME?

THIS
MAN WILL HELP
US DISCOVER THE
TRUTH--

WHAT'S
THAT ON THE
MONITORS?!

TH-THEY'RE
CALLED THE
**"RAINBOW
BEARS"**.

SOME
KIND OF **GLITCH**
IN YOUR SYSTEM,
MAYBE... ?



"IT'S M-13! HE'S
BYPASSING THE
PSI-SUPPRESSORS
SOMEHOW!"

"IMPOSSIBLE!"

"IT'S FAR FROM
IMPOSSIBLE,
GYRICH."

"THAT'S PART OF A
KID-VID SATELLITE
FEED WE PIPE INTO
M-9'S CELL --

"-- PROBABLY
NOTHING MORE
THAN A CROSSED
WIRE."

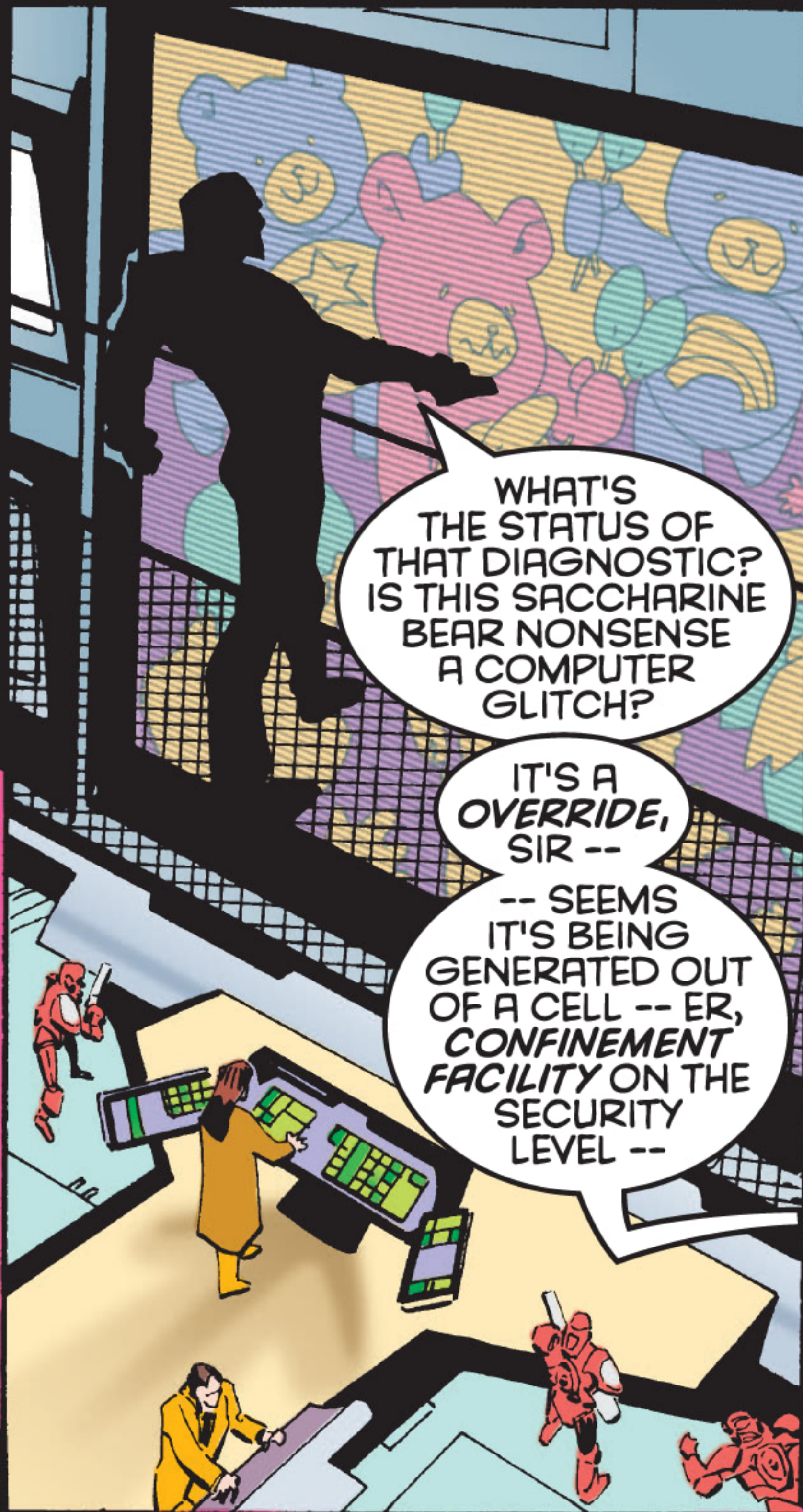
DON'T
BE AFRAID,
MISTER.

YOU'RE
HURTIN' REAL
BAD, AINT
CHA?

"RUN A
DIAGNOSTIC,
I WANT THAT
CONFIRMED."

I CAN
TELL, YA
KNOW...

WHO --
WHO ARE
YOU?



WHAT'S THE STATUS OF THAT DIAGNOSTIC? IS THIS SACCHARINE BEAR NONSENSE A COMPUTER GLITCH?

IT'S A **VERRIDE**, SIR --

-- SEEMS IT'S BEING GENERATED OUT OF A CELL -- ER, **ONFINEMENT FACILITY** ON THE SECURITY LEVEL --



SECURITY! I AM CALLING A **ULL ALERT**!



I'M M-9.

BUT YOU CAN CALL ME **INA**, LIKE TUESDAY DID.

BUT HOW --?

THROUGH THE WALL? I CALL IT **SLIDIN'**...



THERE'S A **REASON** WHY WE'RE BEING PREVENTED FROM MONITORING WHAT'S GOING ON IN XAVIER'S CELL --



...DON'T BE TELLIN' **THEM** I DONE IT, OKAY?

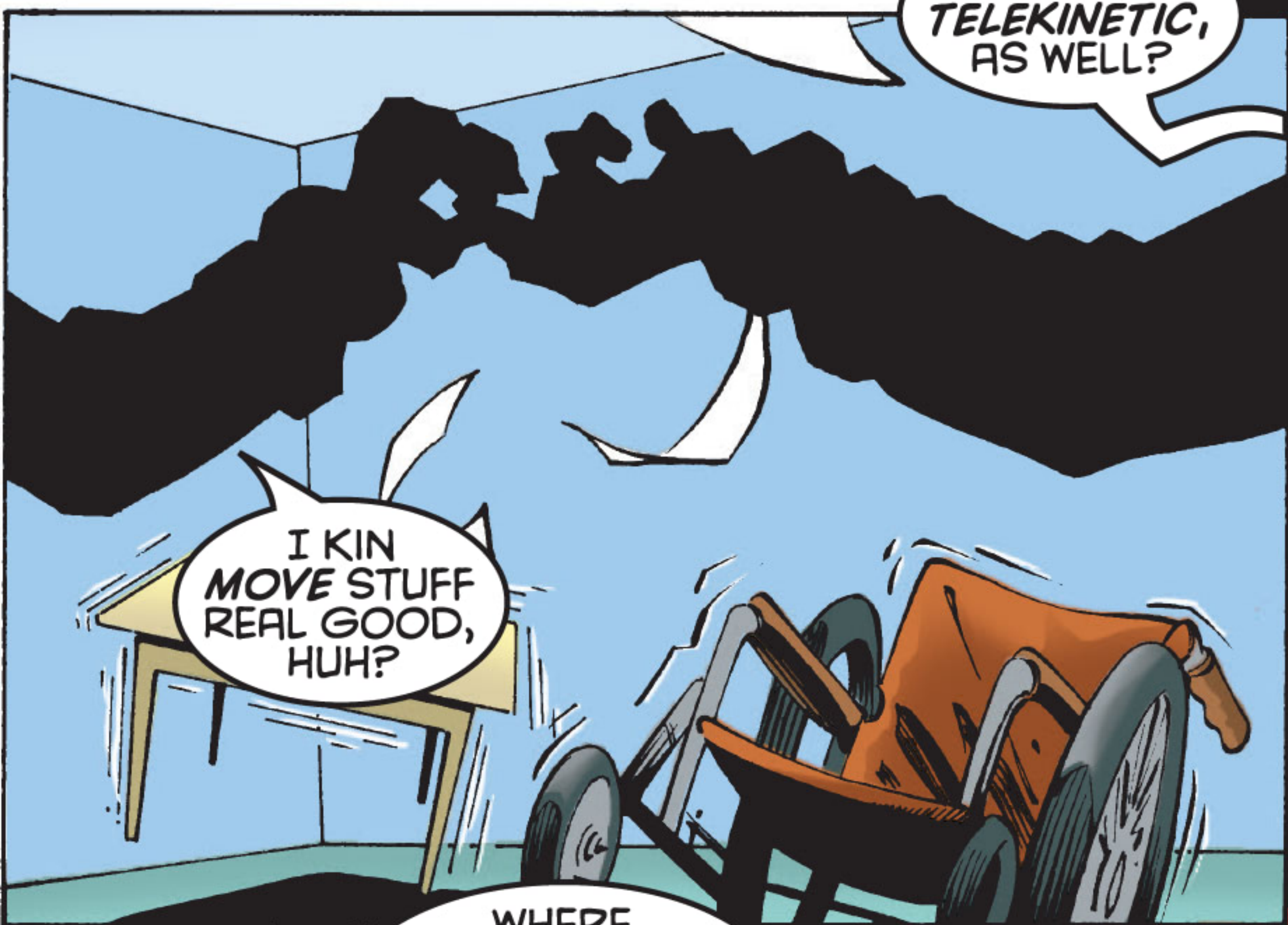
I -- I **WON'T**.



BASS- CHUN
GOT *MAD*,
Huh?

DON'T
WORRY, I'LL
CLEAN IT ALL
UP FOR YA!

YOU'RE A
TELEKINETIC,
AS WELL?

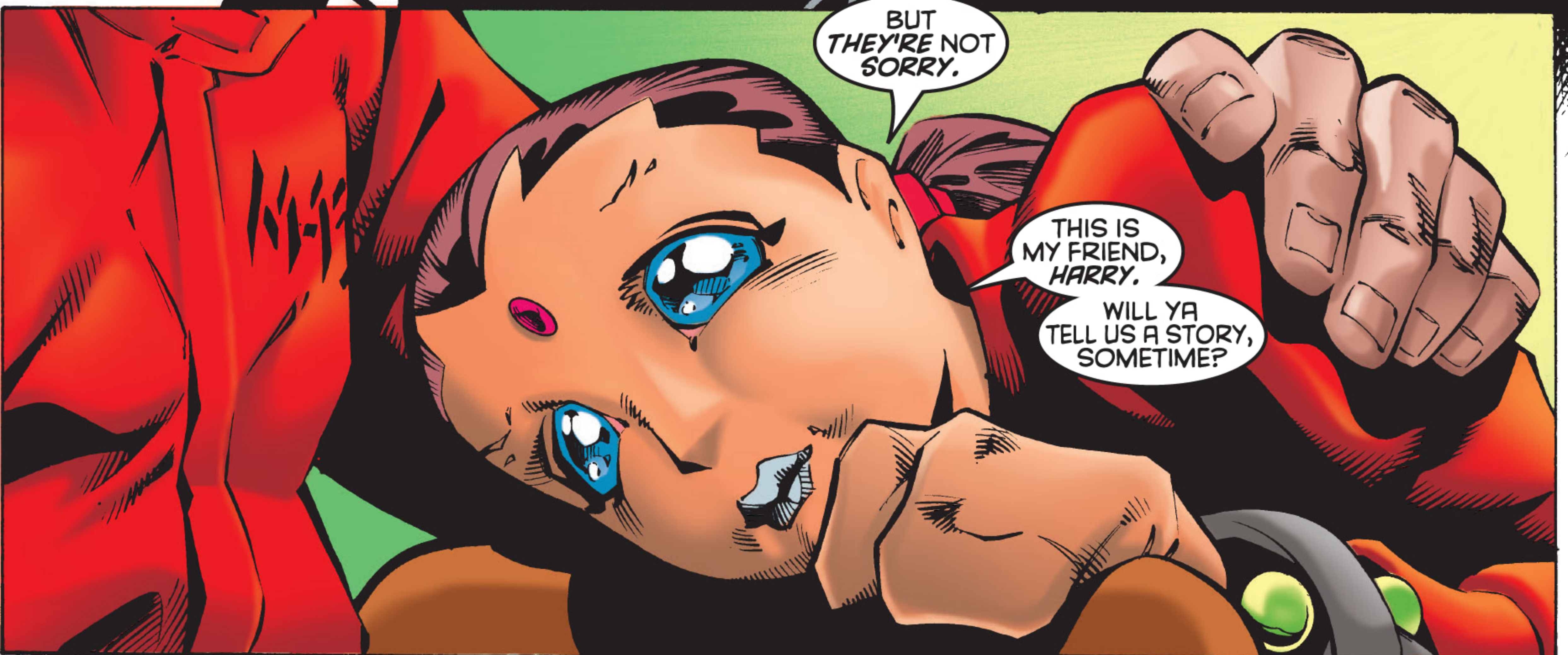


I KIN
MOVE STUFF
REAL GOOD,
HUH?



WHERE
DID YOU COME
FROM, NINA? HOW
DID YOU GET
HERE?

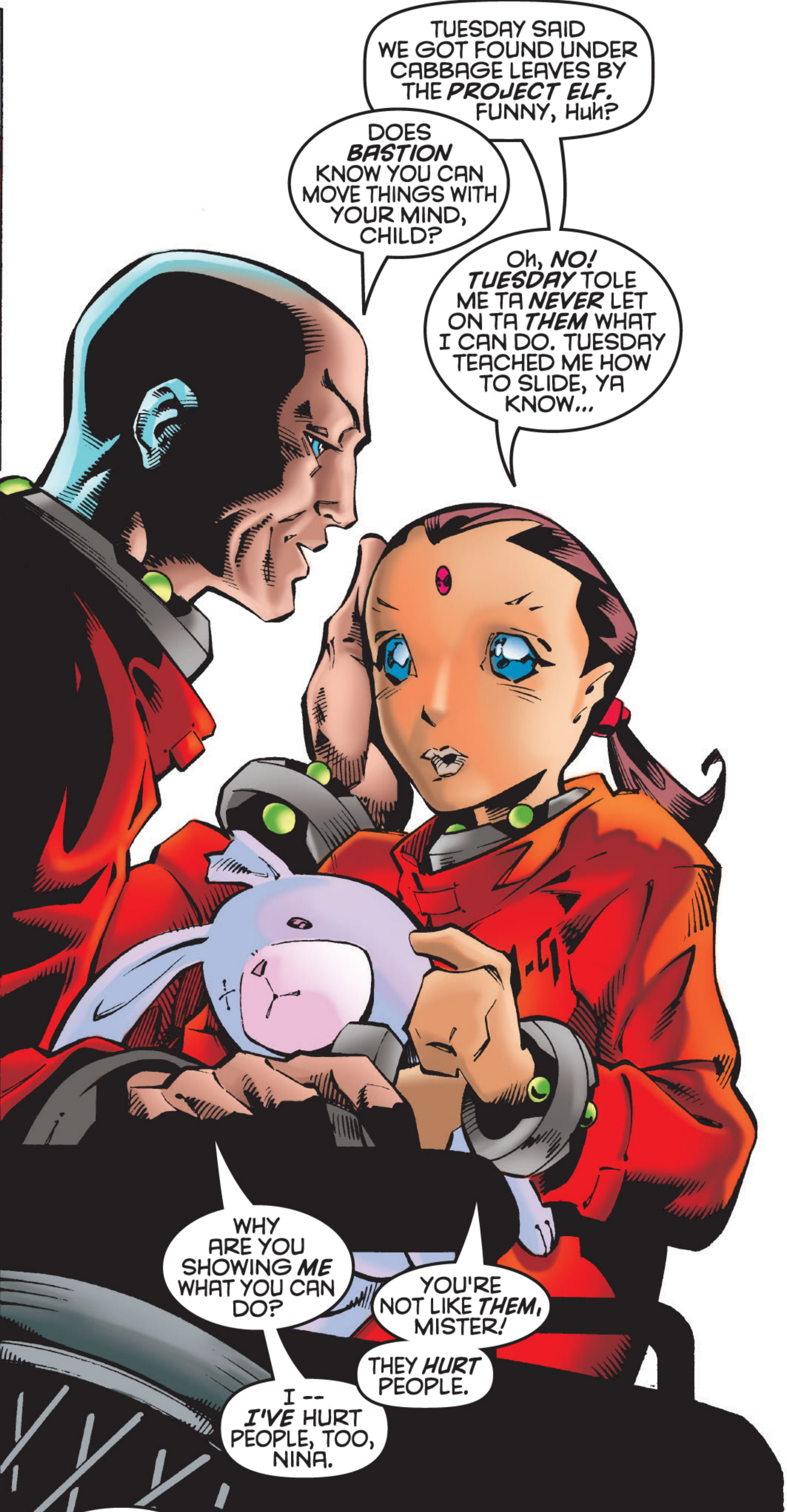
ALWAYS
BEEN HERE.



BUT
THEY'RE NOT
SORRY.

THIS IS
MY FRIEND,
HARRY.

WILL YA
TELL US A STORY,
SOMETIME?



TUESDAY SAID
WE GOT FOUND UNDER
CABBAGE LEAVES BY
THE *PROJECT ELF*.
FUNNY, Huh?

DOES
BASTION
KNOW YOU CAN
MOVE THINGS WITH
YOUR MIND,
CHILD?

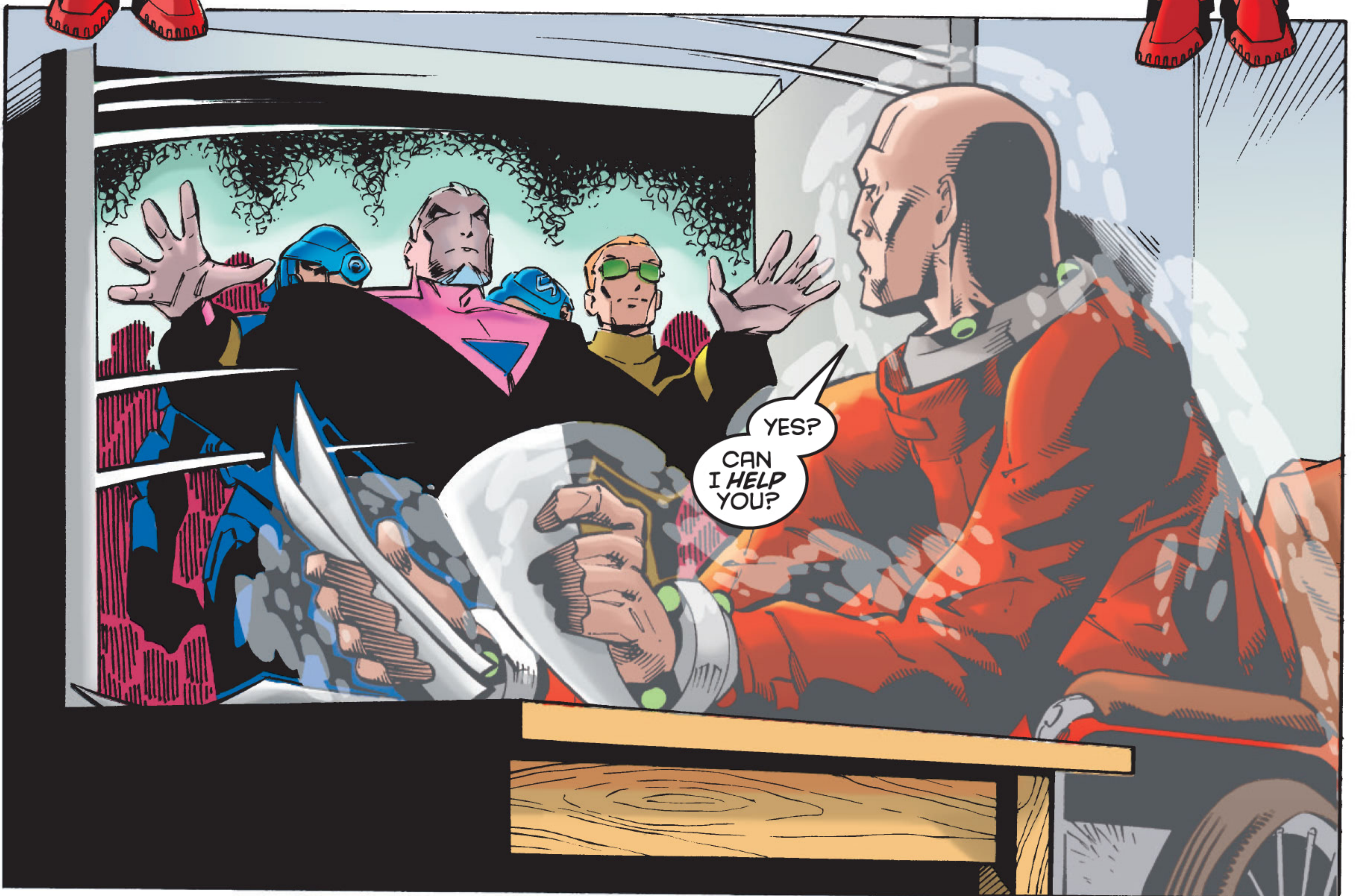
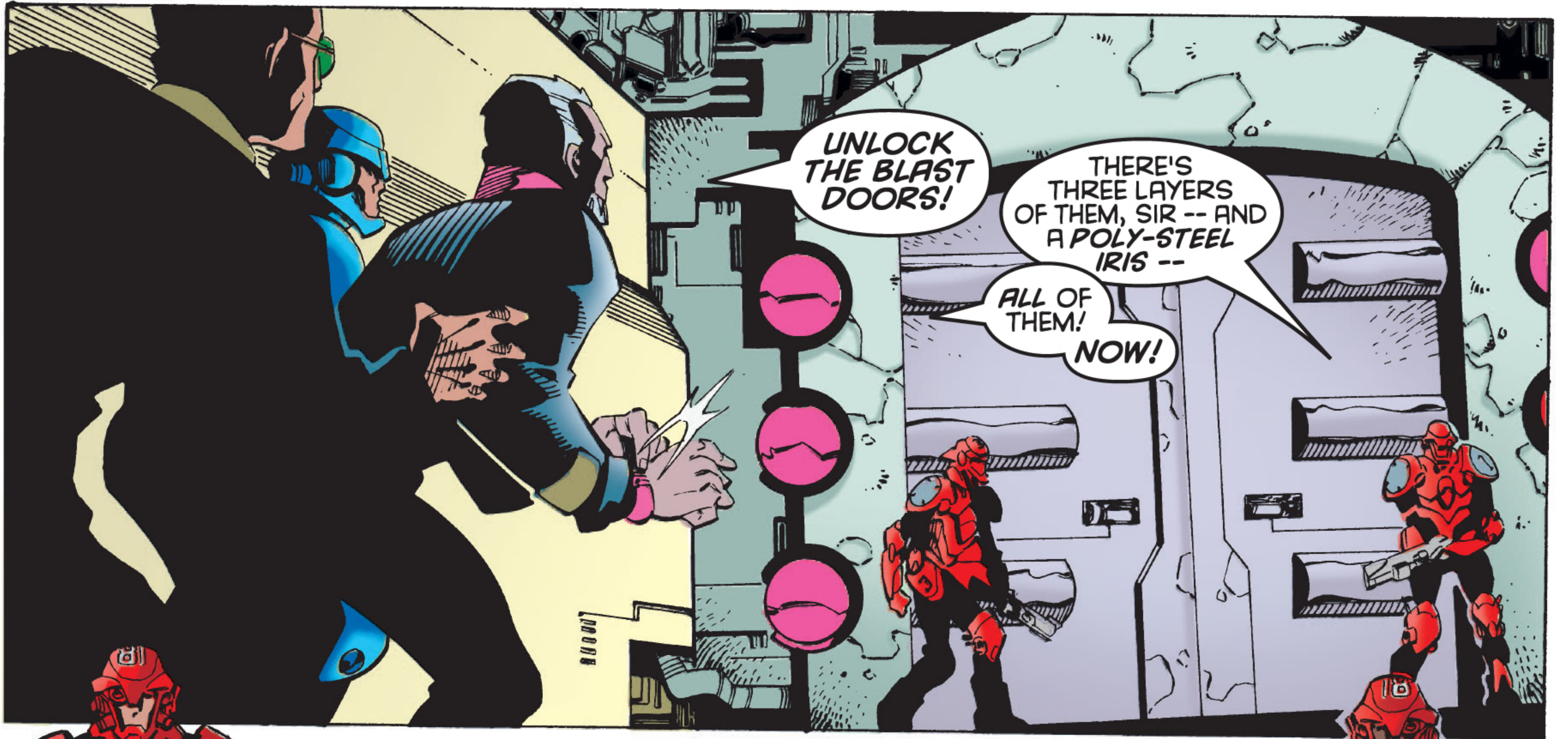
Oh, NO!
TUESDAY TOLE
ME TA *NEVER* LET
ON TA *THEM* WHAT
I CAN DO. *TUESDAY*
TEACHED ME HOW
TO SLIDE, YA
KNOW...

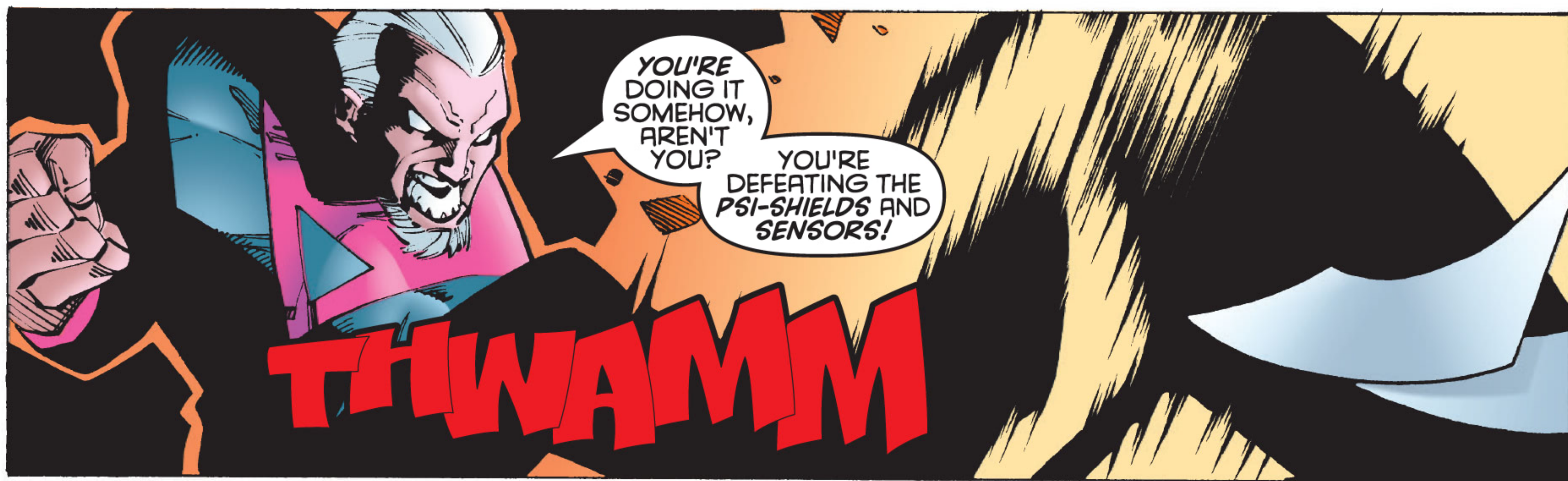
WHY
ARE YOU
SHOWING *ME*
WHAT YOU CAN
DO?

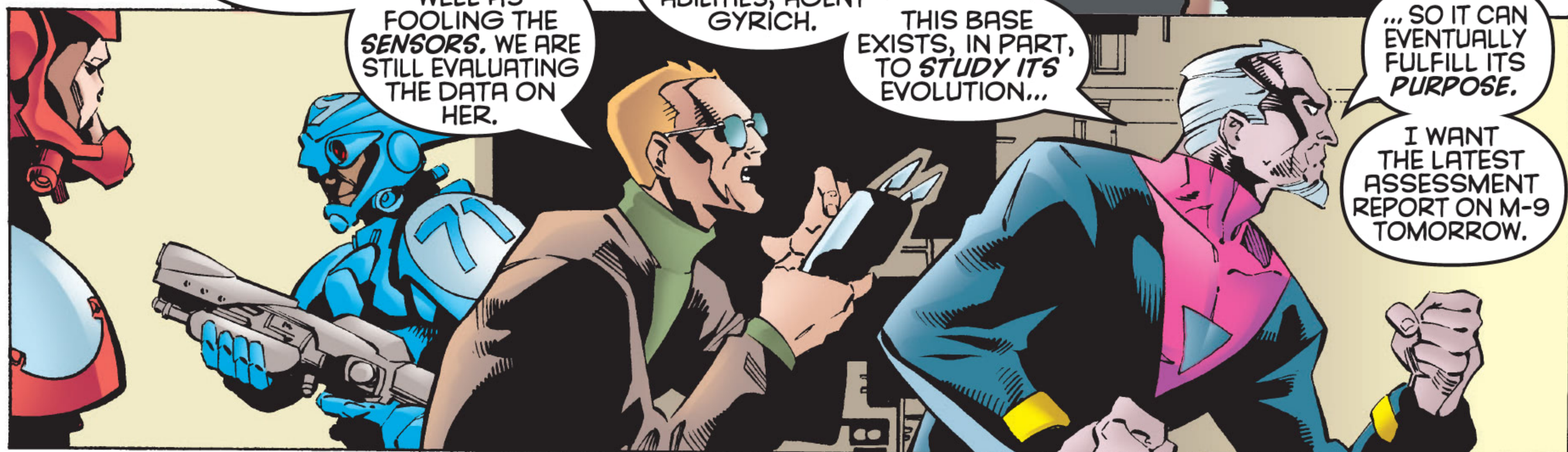
YOU'RE
NOT LIKE *THEM*,
MISTER!

THEY HURT
PEOPLE.

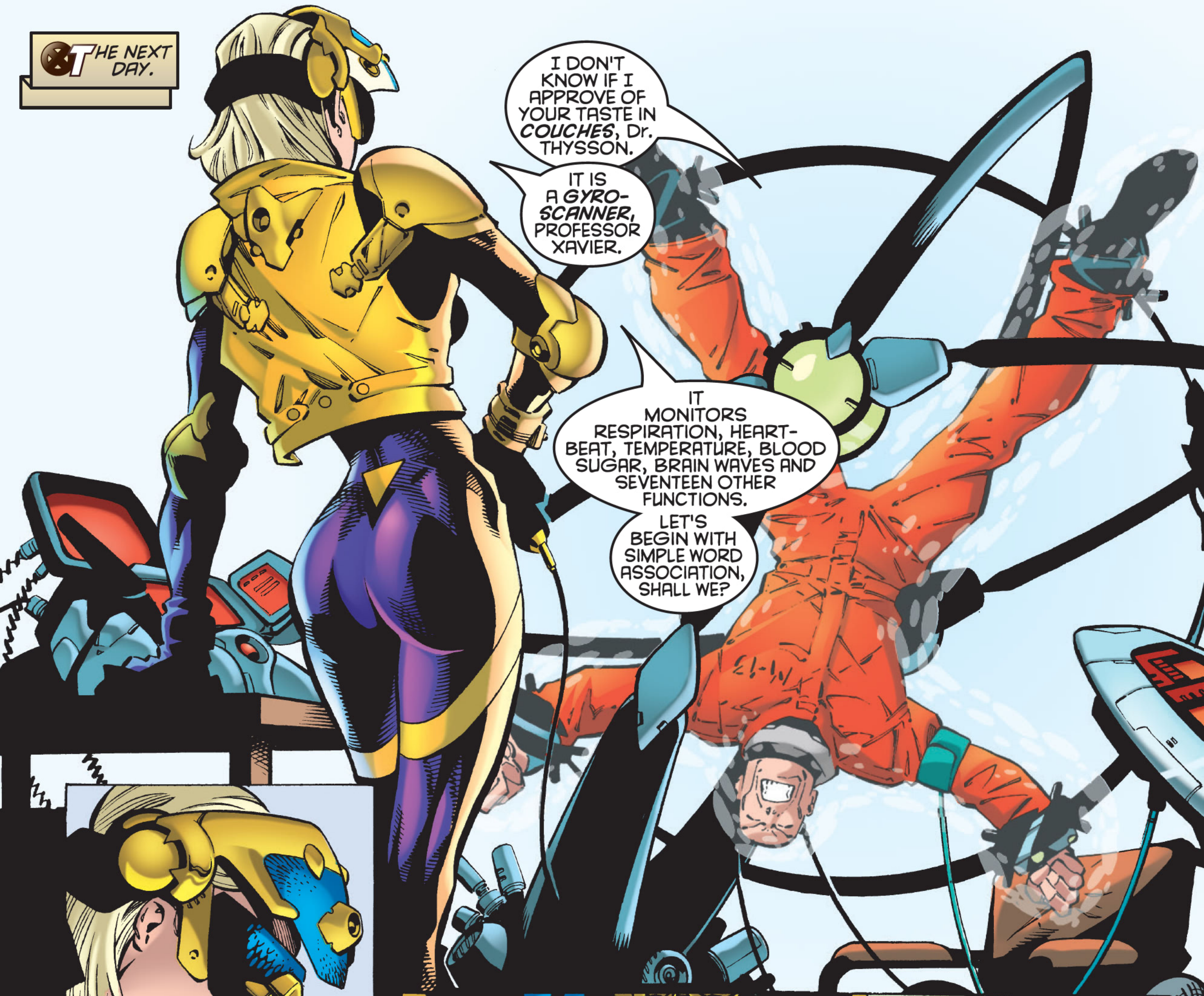
I --
I'VE HURT
PEOPLE, TOO,
NINA.







THE NEXT DAY.

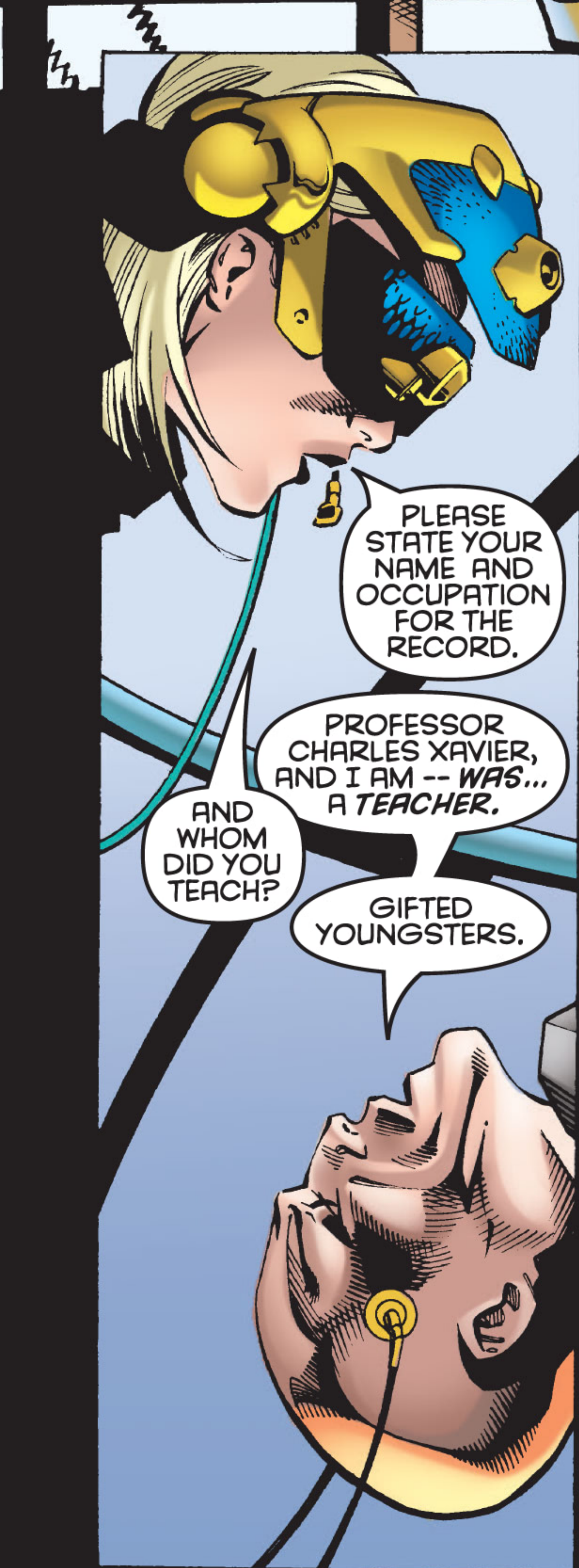


I DON'T KNOW IF I APPROVE OF YOUR TASTE IN *COUCHES*, Dr. THYSSON.

IT IS A *GYRO-SCANNER*, PROFESSOR XAVIER.

IT MONITORS RESPIRATION, HEART-BEAT, TEMPERATURE, BLOOD SUGAR, BRAIN WAVES AND SEVENTEEN OTHER FUNCTIONS.

LET'S BEGIN WITH SIMPLE WORD ASSOCIATION, SHALL WE?



PLEASE STATE YOUR NAME AND OCCUPATION FOR THE RECORD.

PROFESSOR CHARLES XAVIER, AND I AM -- *WAS...* A *TEACHER*.

AND WHOM DID YOU TEACH?

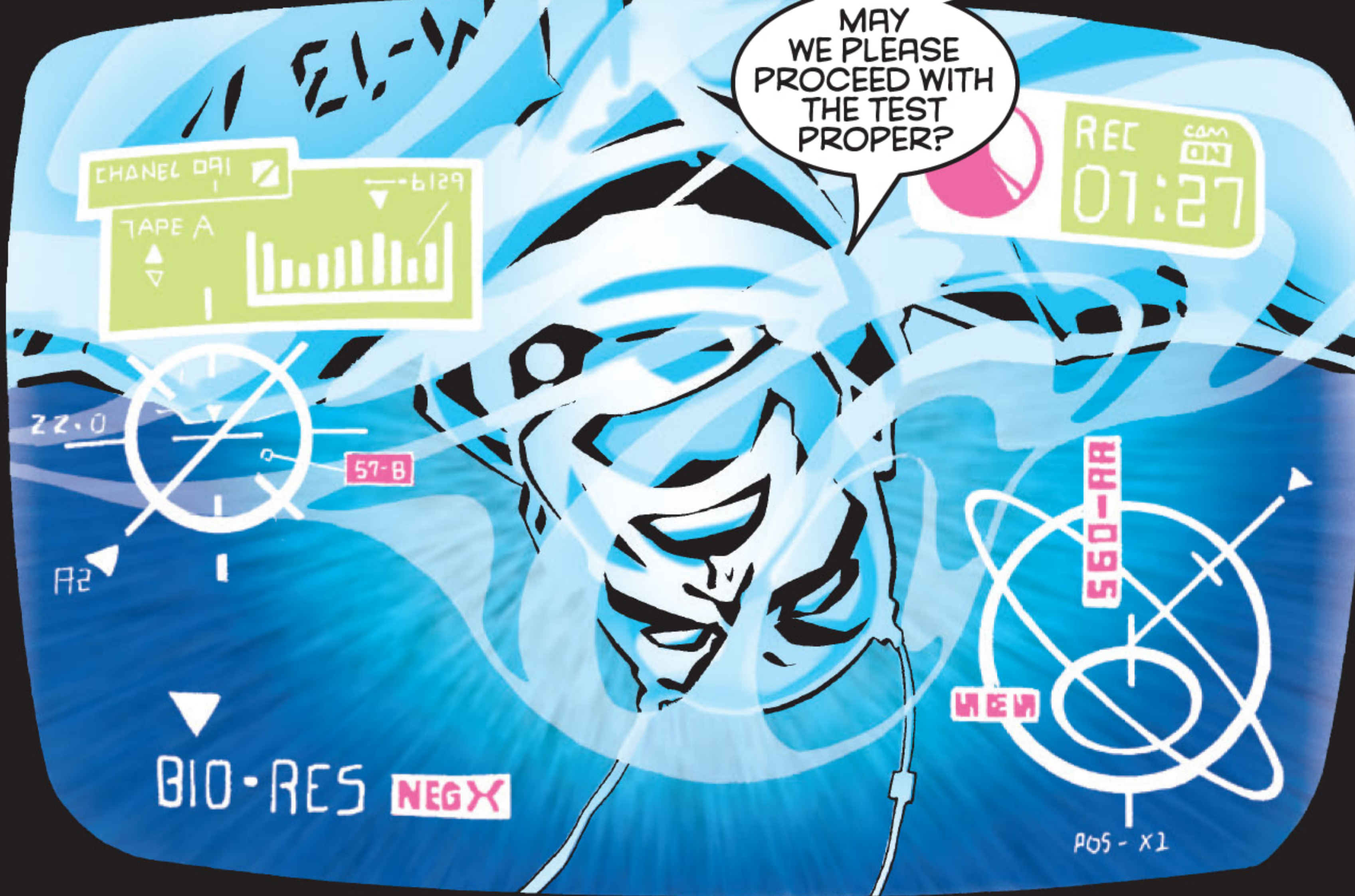
GIFTED YOUNGSTERS.



IN WHAT *MANNER* WERE THESE YOUNGSTERS GIFTED?

I THOUGHT THIS WAS A WORD ASSOCIATION TEST.

MAY WE PLEASE PROCEED WITH THE TEST PROPER?





PROFESSOR
I REALIZE IT GOES
AGAINST YOUR
PEDANTIC NATURE
TO BE THE *TESTEE*
RATHER THAN THE
TESTOR...

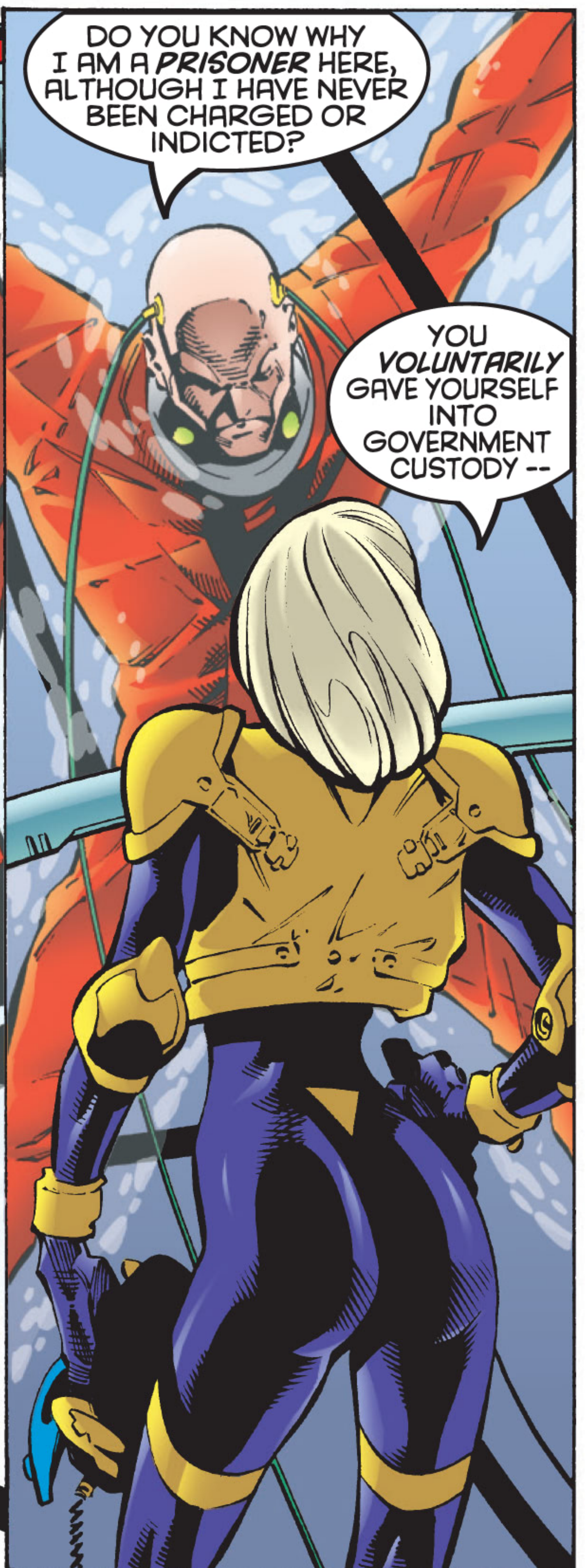
... BUT
I HAVE MY
JOB TO
DO.



TO
WHAT *END*, Dr.
THYSSON?

DO YOU
KNOW THE *REAL*
PURPOSE FOR THIS
INSTALLATION...

... AND
WHAT BASTION
INTENDS TO DO WITH
YOUR EVALUATION
REPORT ON
ME?



DO YOU KNOW WHY
I AM A *PRISONER* HERE,
ALTHOUGH I HAVE NEVER
BEEN CHARGED OR
INDICTED?

YOU
VOLUNTARILY
GAVE YOURSELF
INTO
GOVERNMENT
CUSTODY --

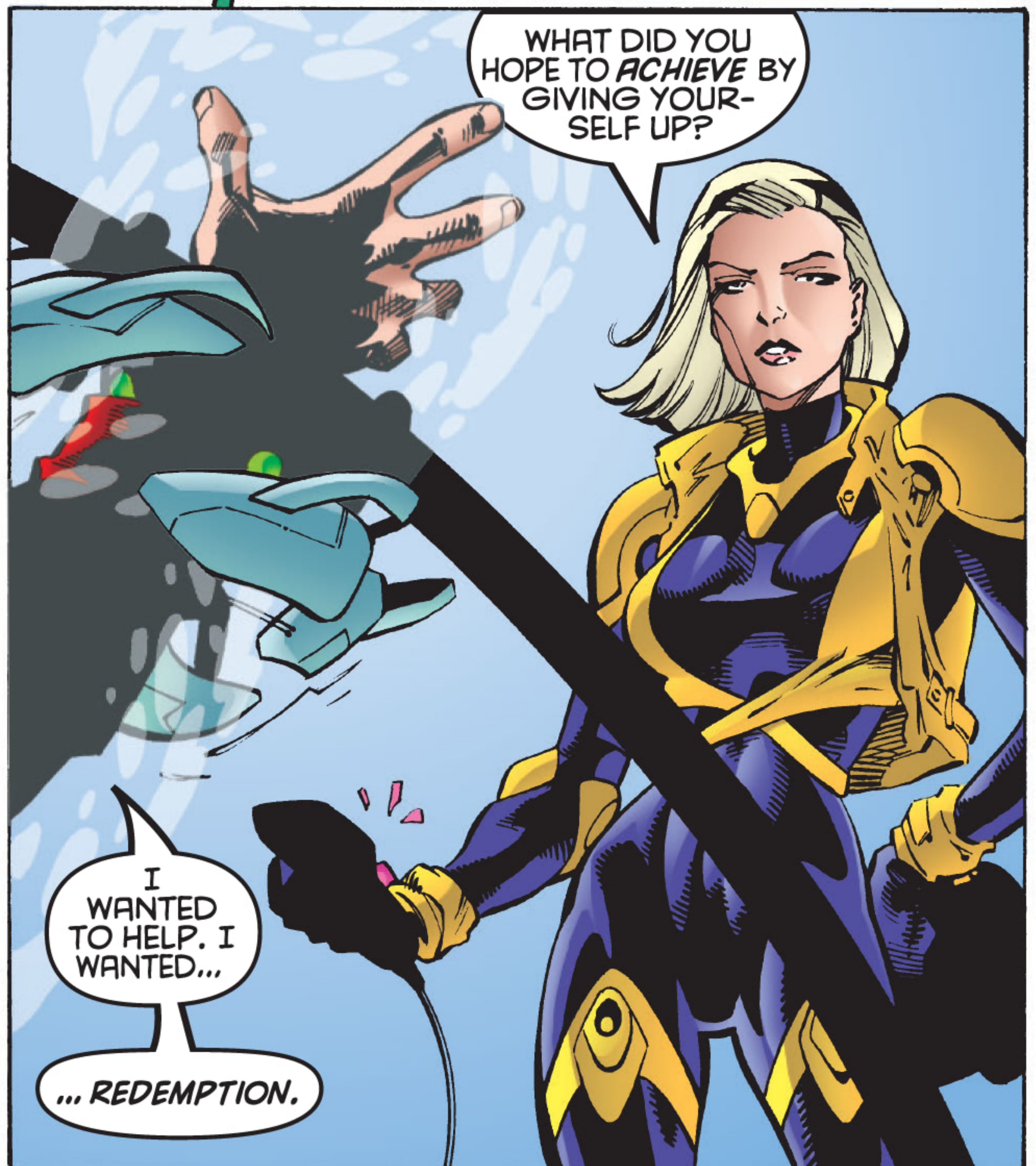


I VOLUNTEERED
MY COOPERATION
TO SOMEONE
I *TRUST*...

... SOMEONE
WHO PROBABLY
DOESN'T EVEN *KNOW*
WHERE I AM RIGHT
NOW.

BY NO
MEANS DID
I ASK TO HELP
A MAN WHOSE
PERSONAL
AGENDA...

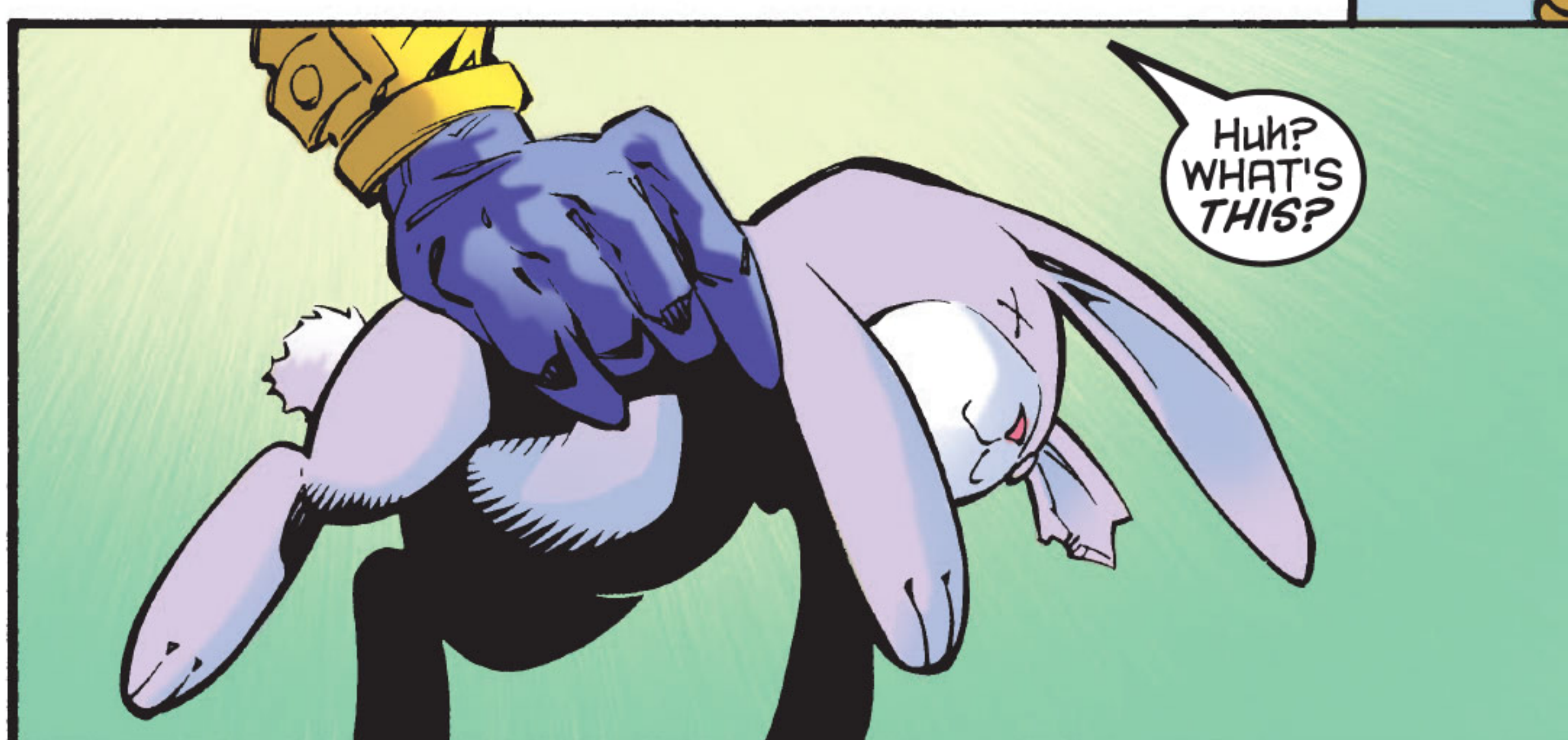
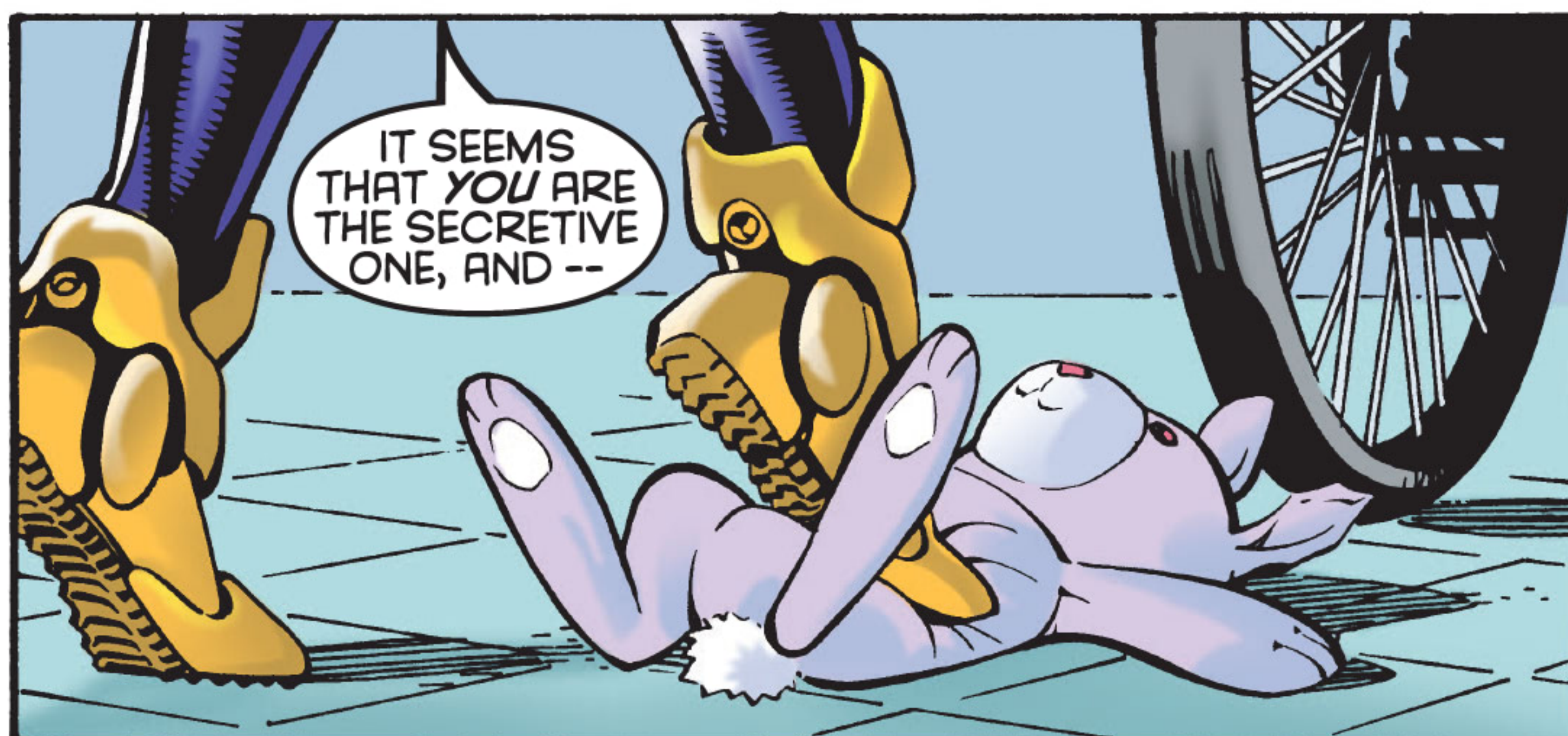
... IS THE
ERADICATION
OF EVERYTHING
I HOLD DEAR.

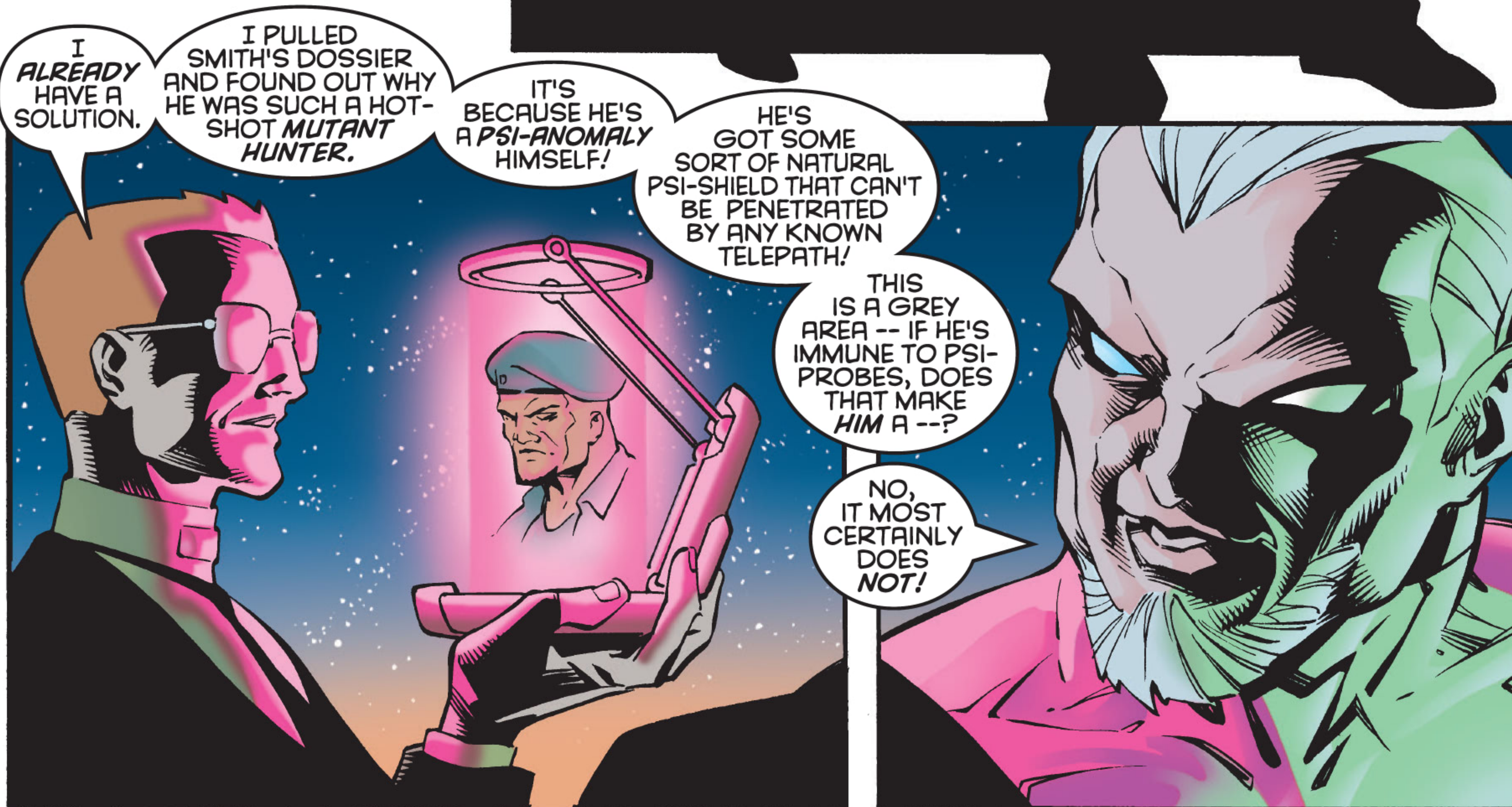


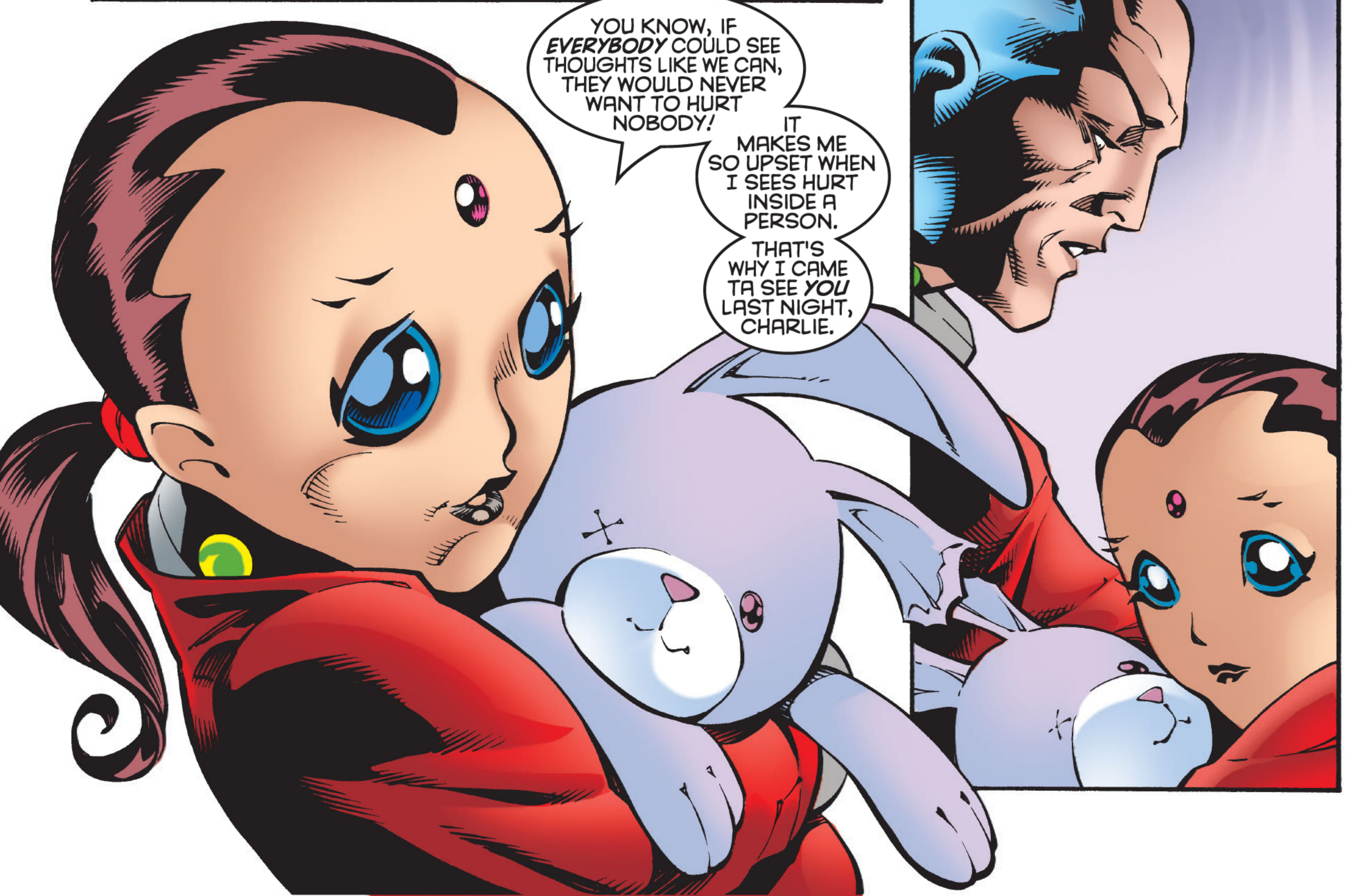
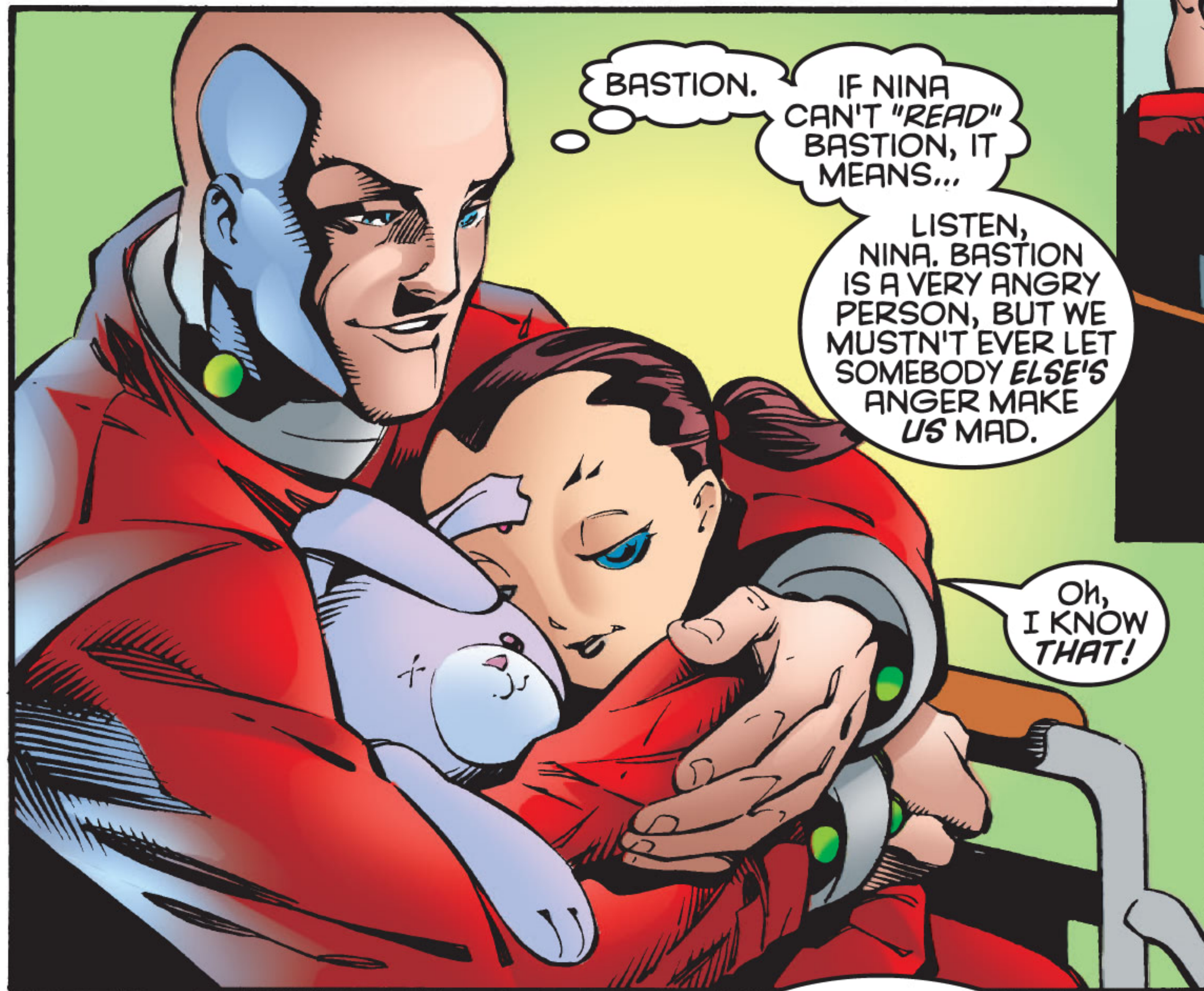
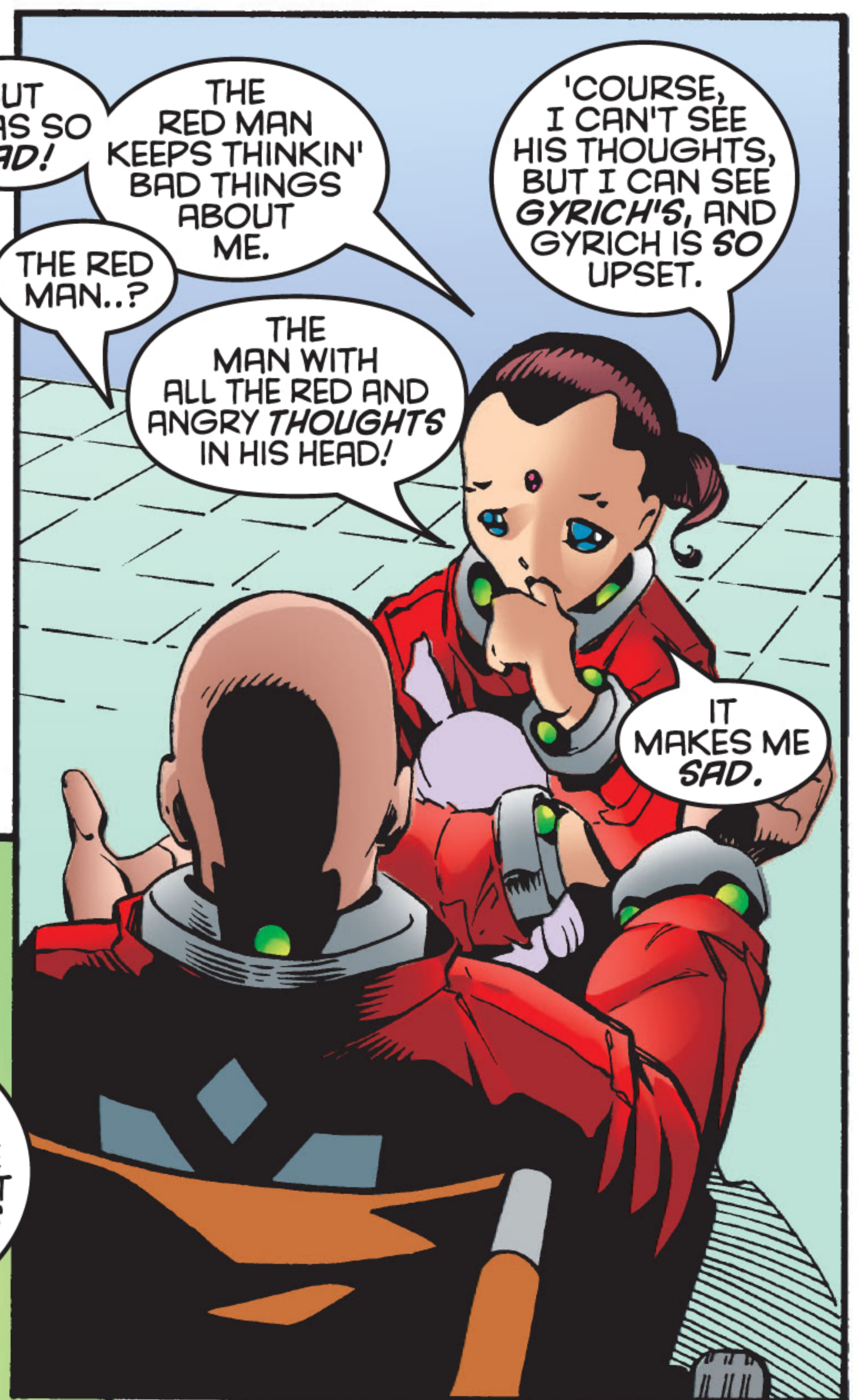
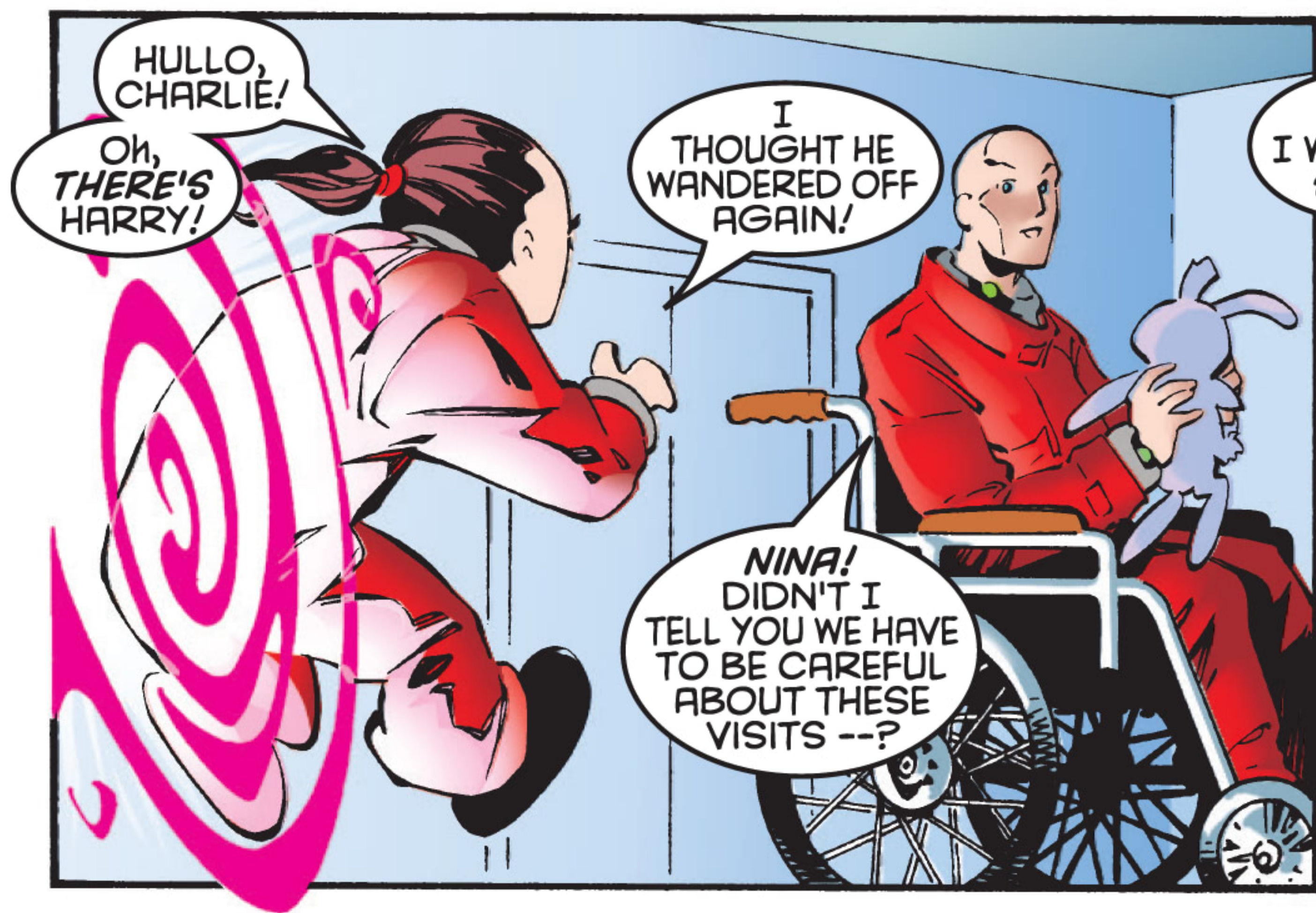
WHAT DID YOU
HOPE TO *ACHIEVE* BY
GIVING YOUR-
SELF UP?

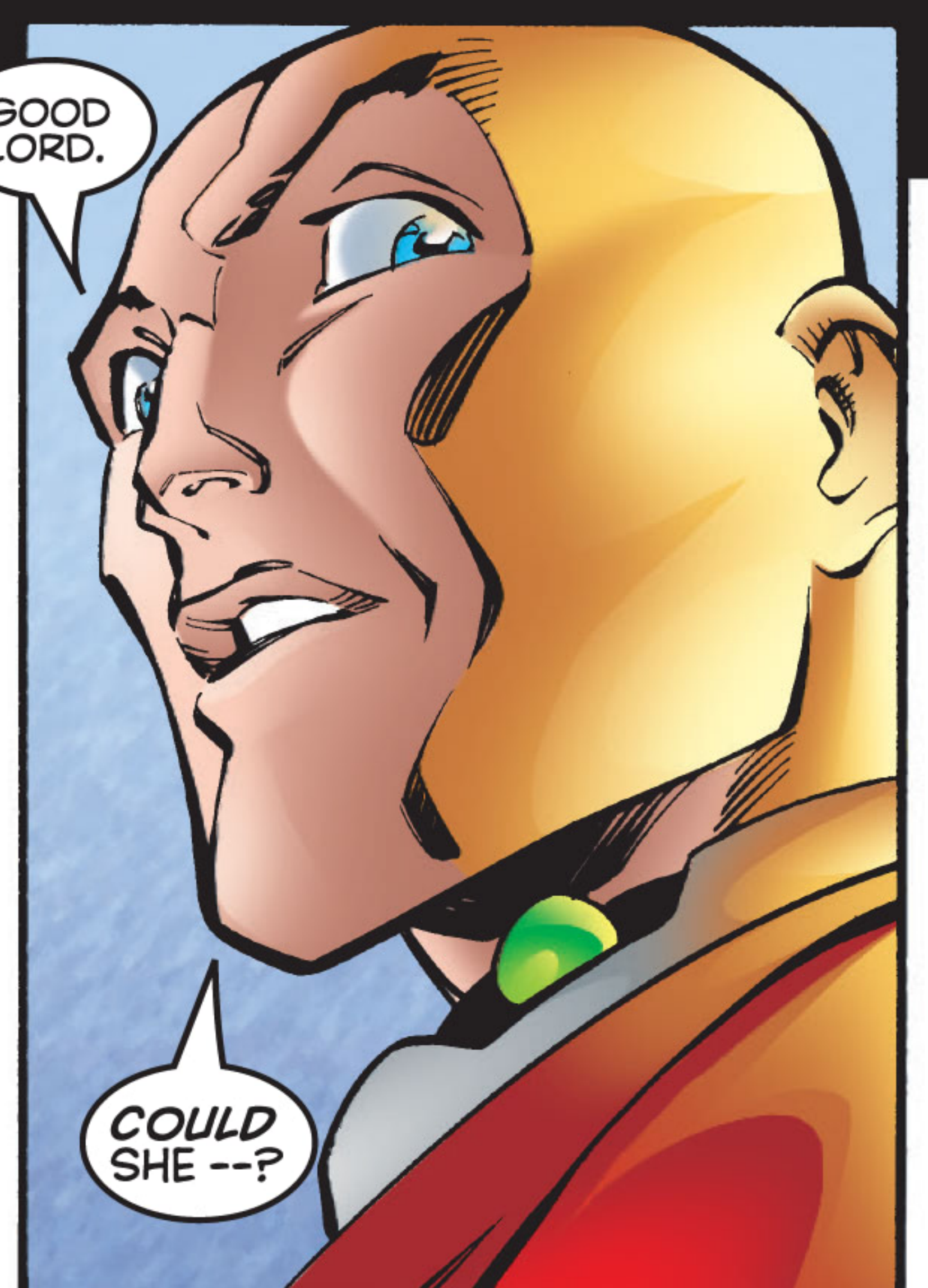
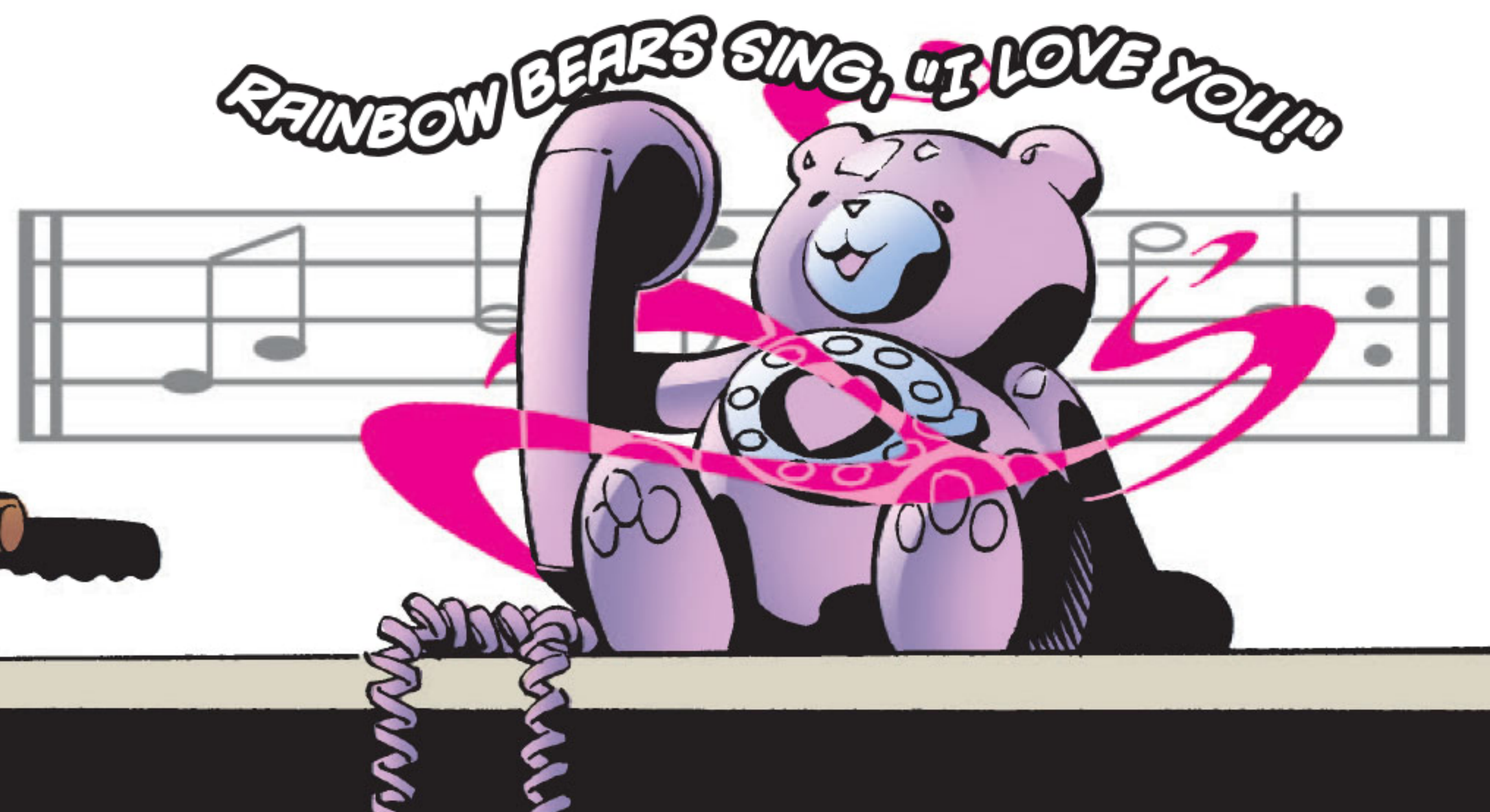
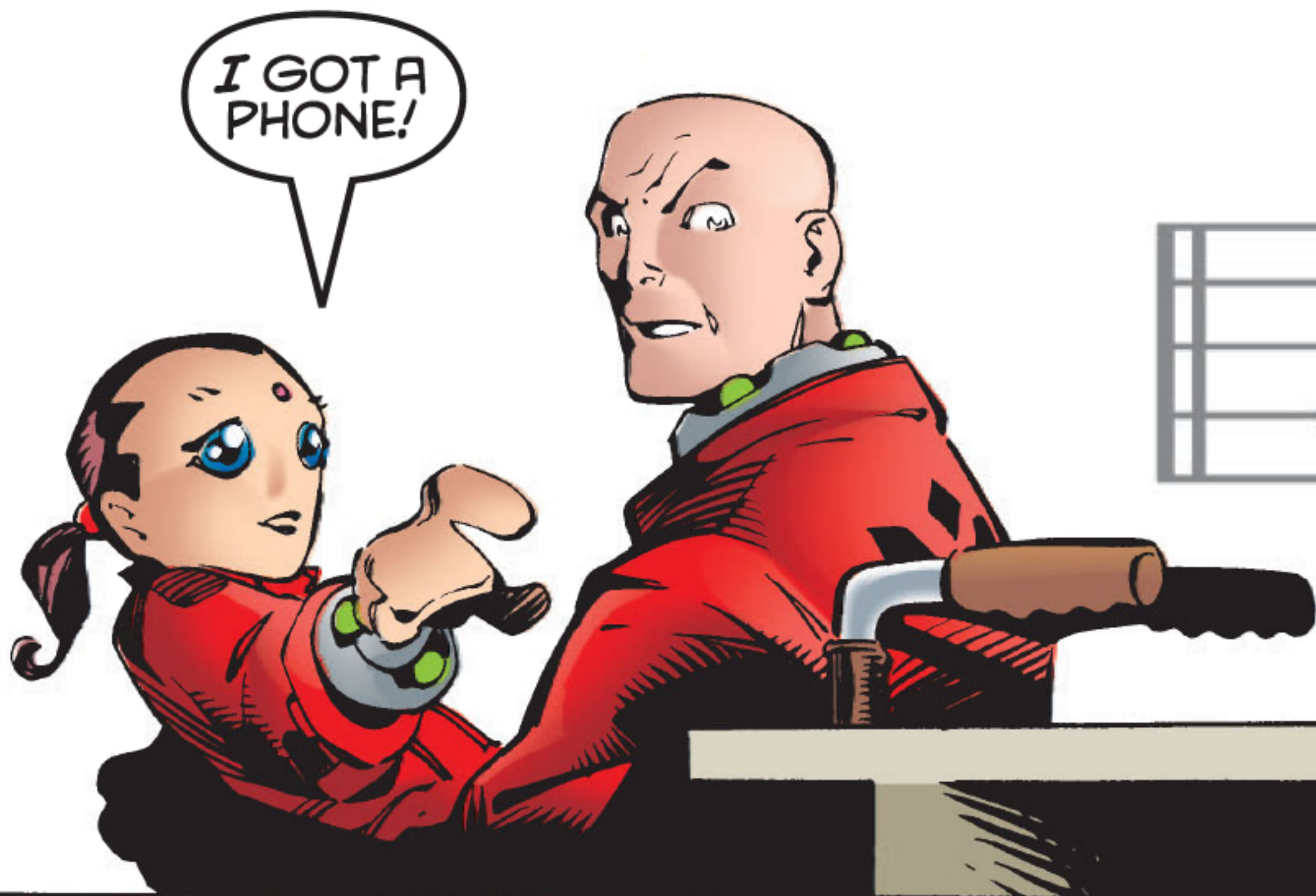
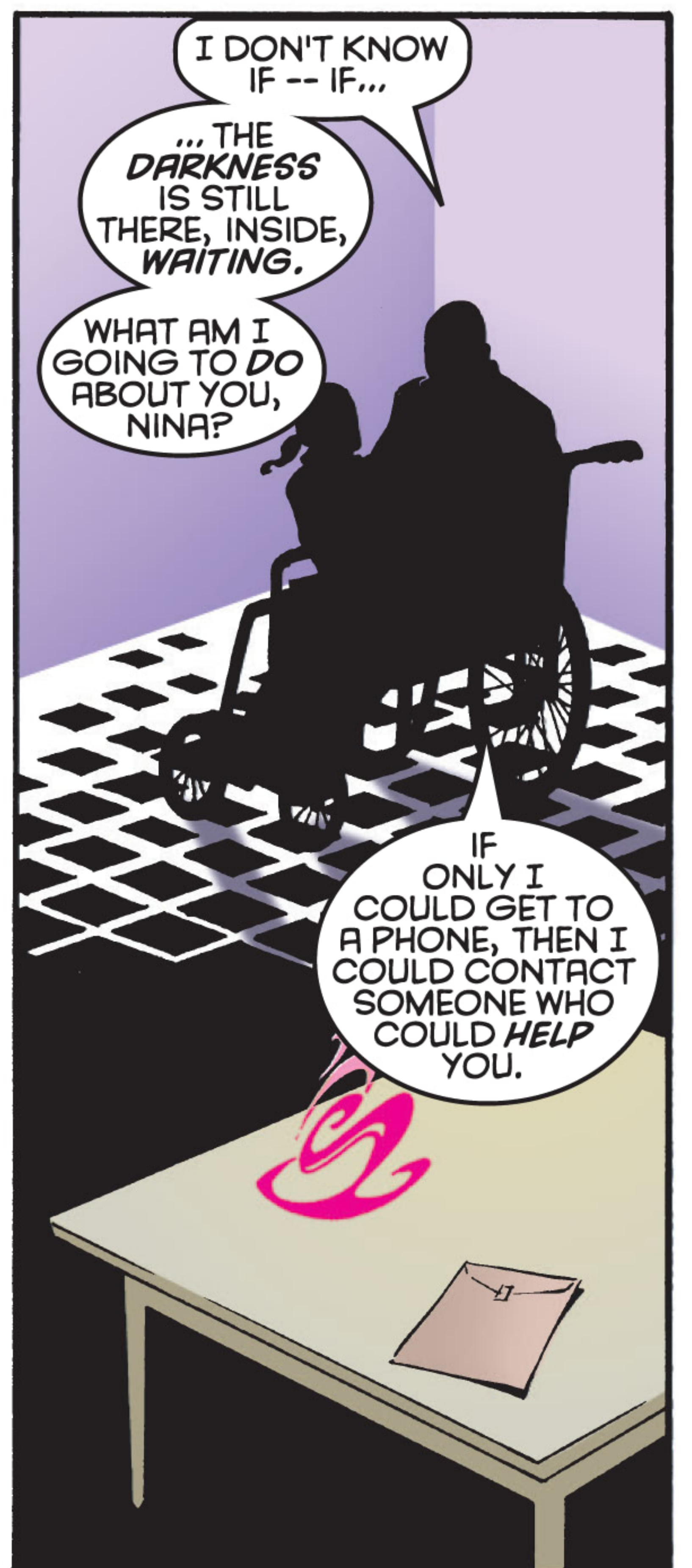
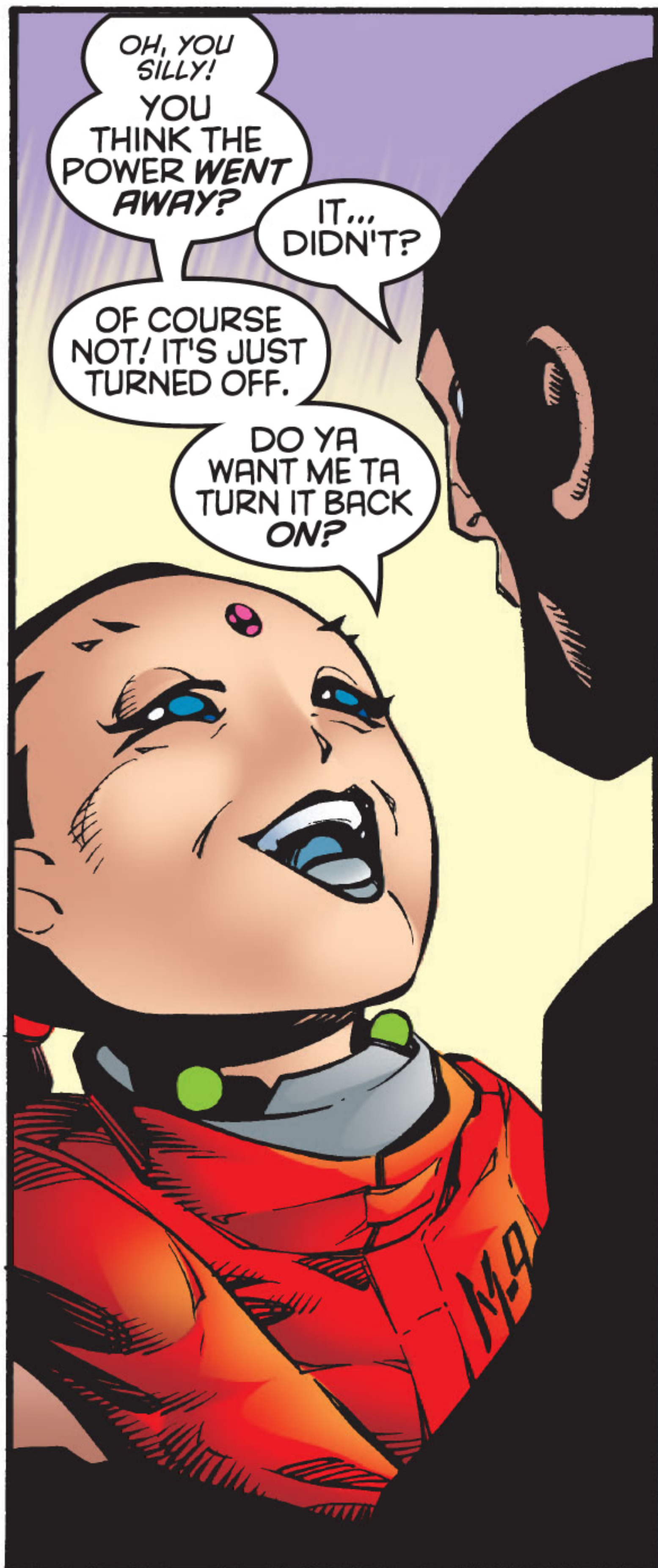
I
WANTED
TO HELP. I
WANTED...

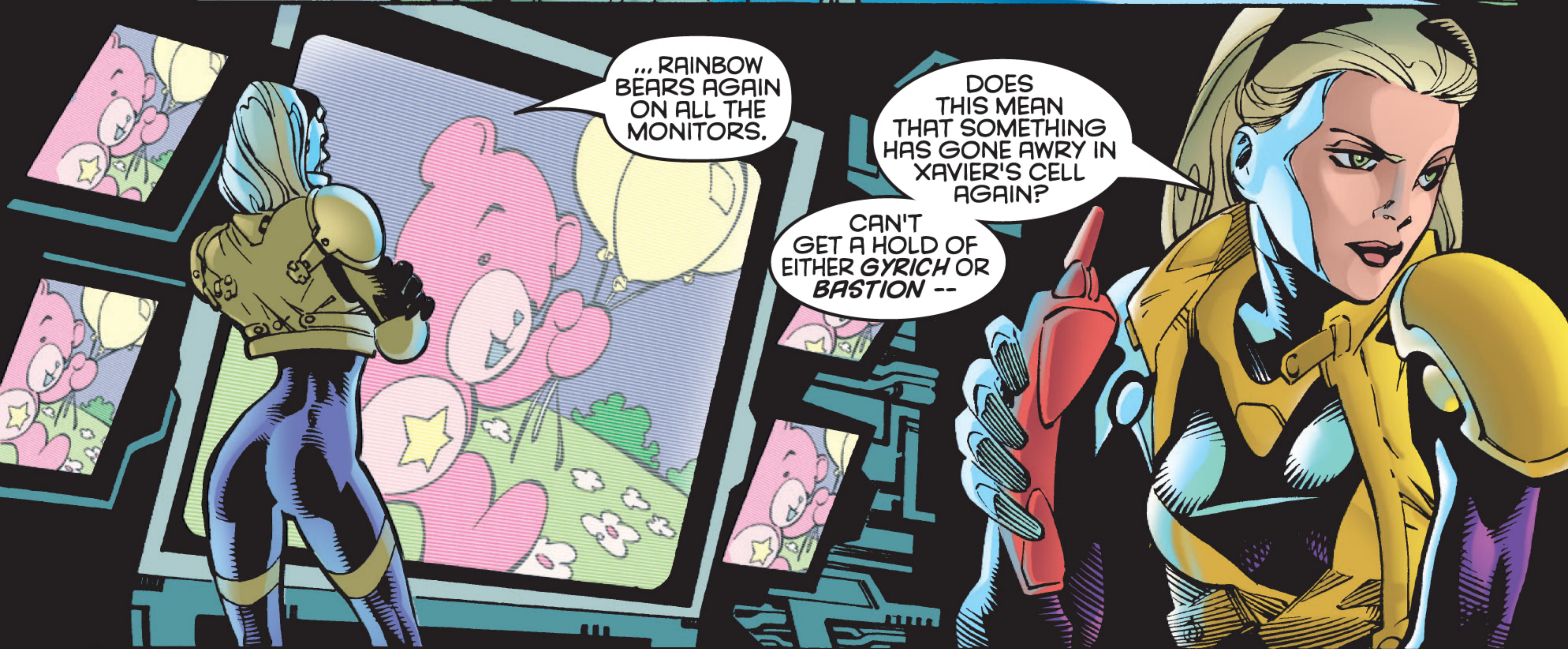
... *REDEMPTION*.

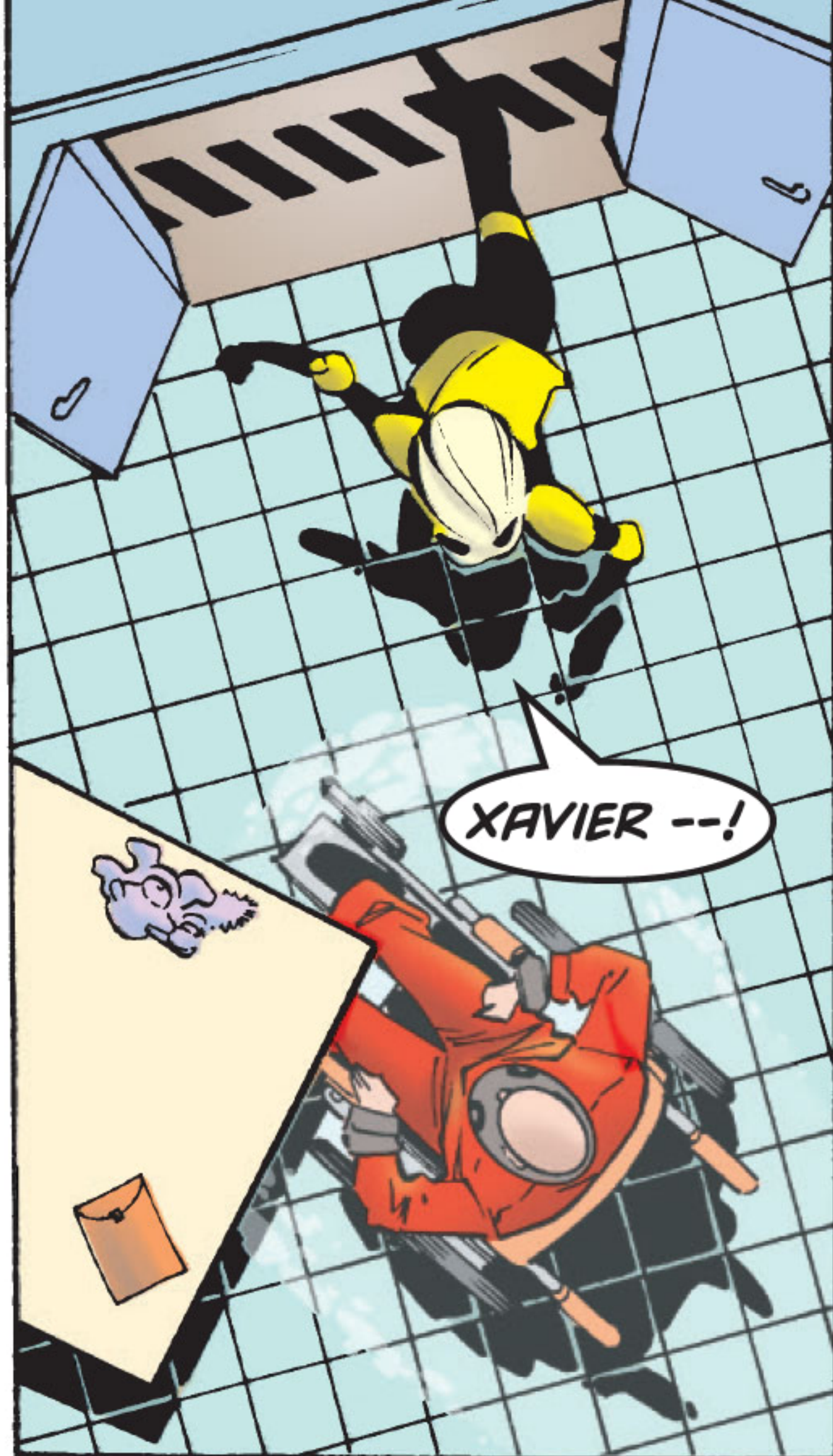










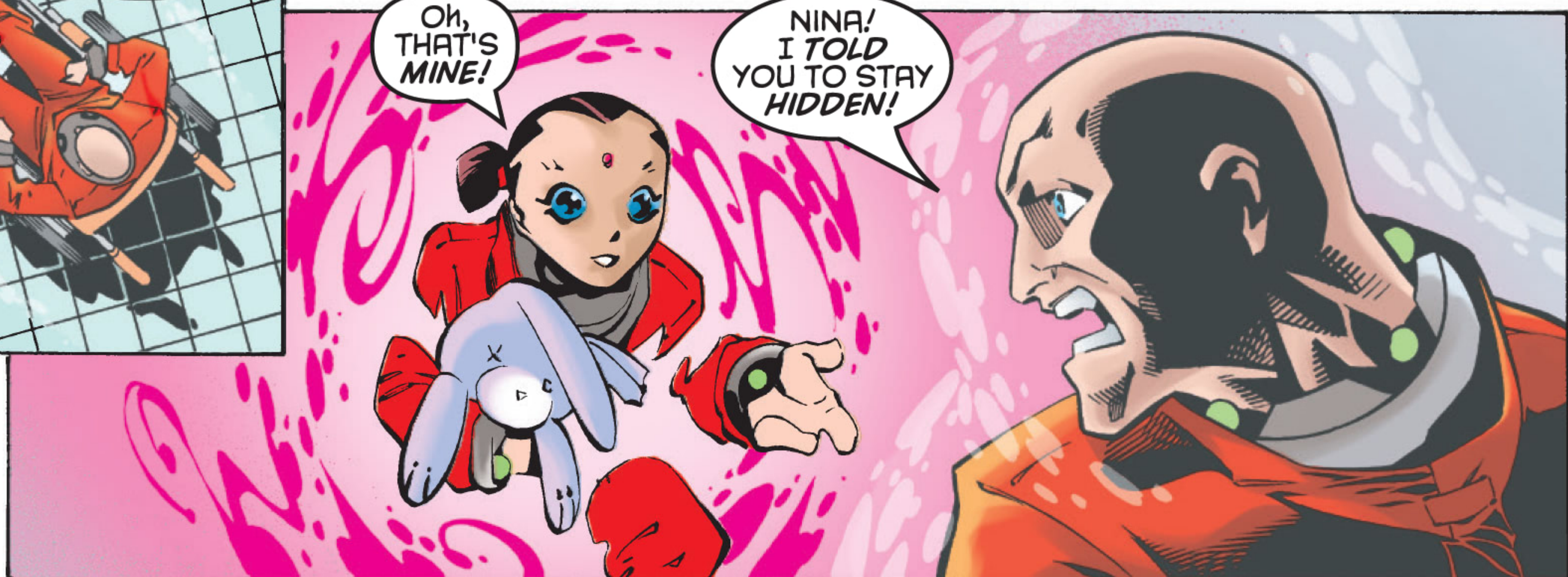


XAVIER --!



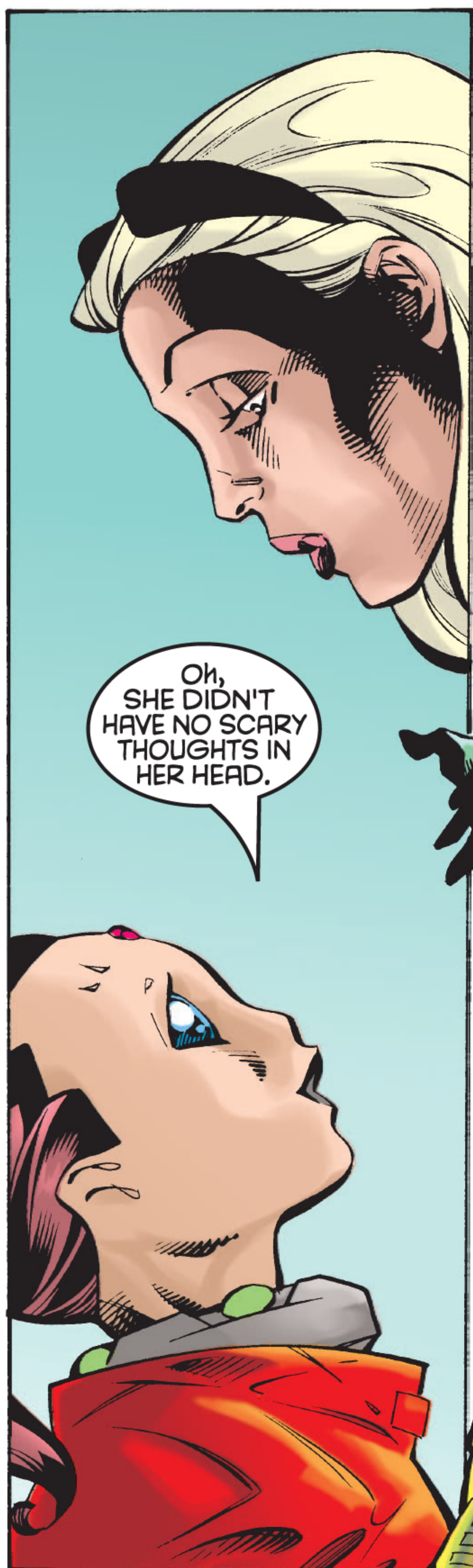
WHAT'S GOING ON HERE --

-- AND HOW DID THAT GET IN HERE?



Oh, THAT'S MINE!

NINA! I TOLD YOU TO STAY HIDDEN!



Oh, SHE DIDN'T HAVE NO SCARY THOUGHTS IN HER HEAD.



SHE'S A TELEPATH --

-- AND SHE CAN DEFEAT THE PSI-SHIELDS!

SHE CAN DO MUCH MORE THAN THAT --



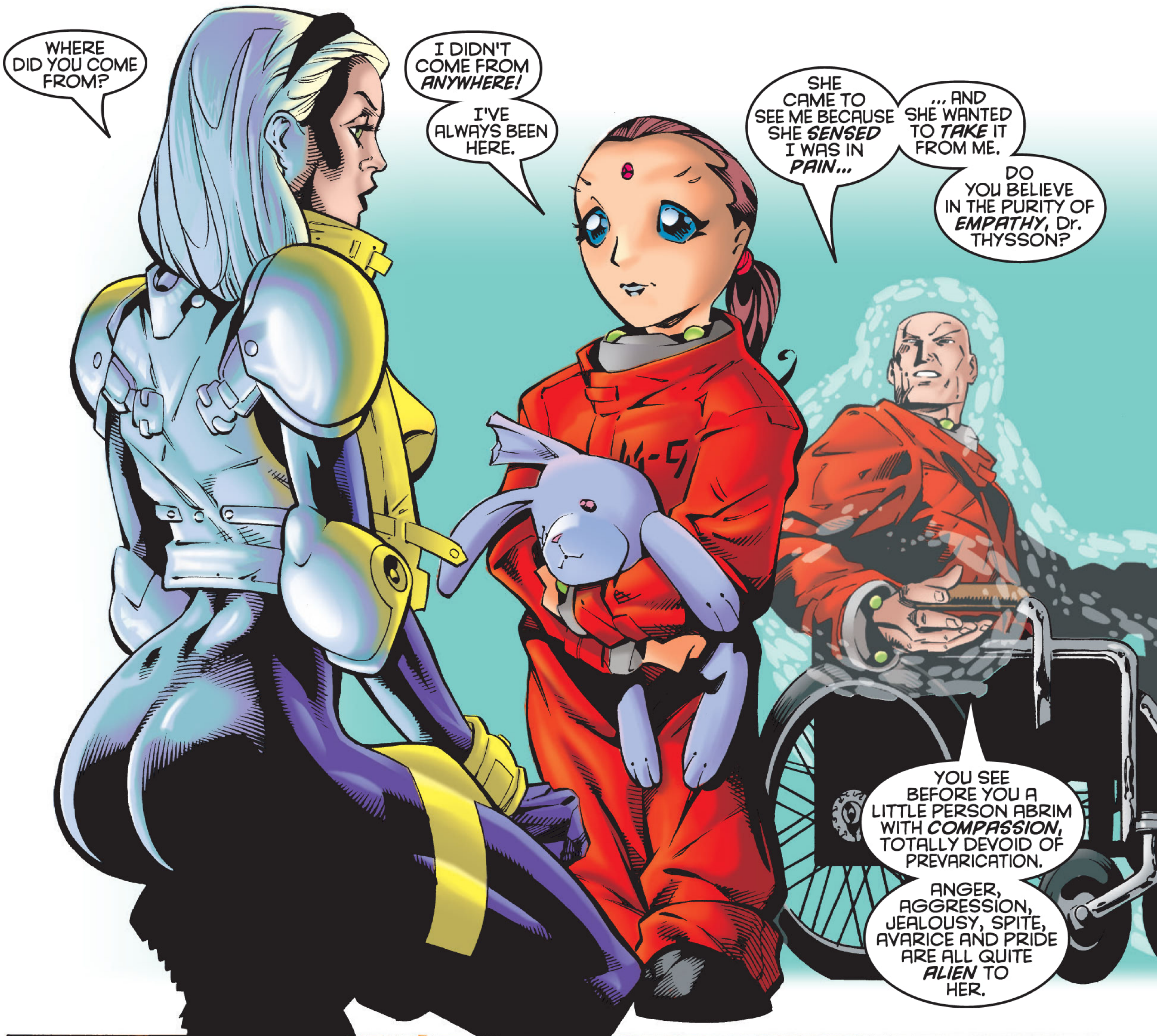
-- AND SHE'S STILL A GOOD MANY YEARS AWAY FROM REACHING HER FULL POTENTIAL!

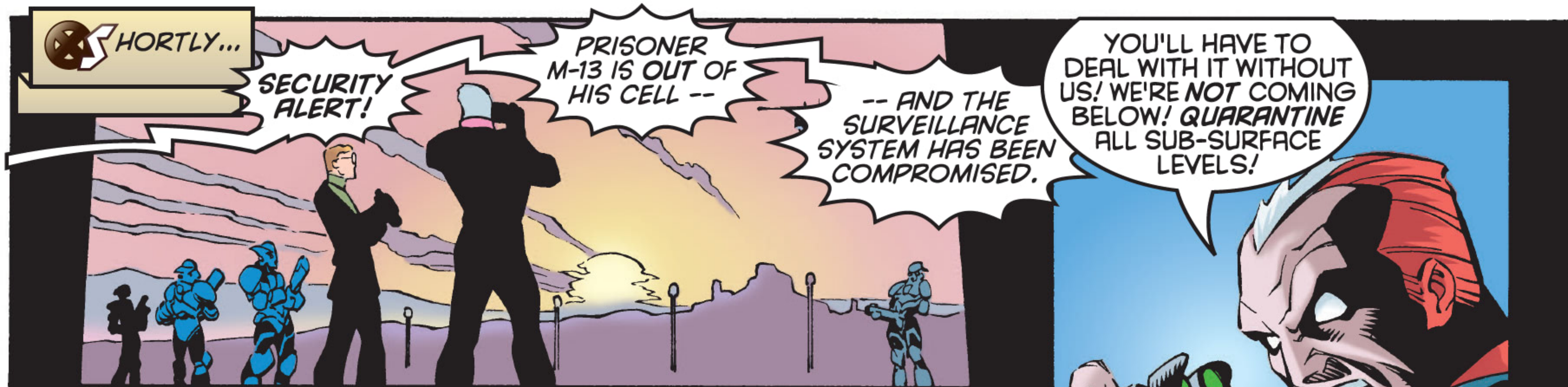
I'VE GIVEN HER A CRASH COURSE ON HOW TO HANDLE AND CONTROL HER POWER...

... AND THE AWESOME RESPONSIBILITY SHE HAS BECAUSE OF IT.

SHE WENT INTO MY MIND TO ACCESS MUCH OF THE INFORMATION...

... AND I GOT A GLIMPSE OF THE TRUE NATURE OF HER MIND!





HORTLY...

SECURITY
ALERT!

PRISONER
M-13 IS OUT OF
HIS CELL --

-- AND THE
SURVEILLANCE
SYSTEM HAS BEEN
COMPROMISED.

YOU'LL HAVE TO
DEAL WITH IT WITHOUT
US! WE'RE NOT COMING
BELOW! QUARANTINE
ALL SUB-SURFACE
LEVELS!

M-13
IS A DANGER
TO HIMSELF AND
OTHERS!



THE
CHANCES
OF THIS GAMBIT
ACTUALLY
SUCCEEDING
ARE *SLIM* AT
BEST --

-- AND THE
CONSEQUENCES
FOR THYSSON
AND MYSELF WILL
MOST LIKELY BE
SEVERE --

-- BUT
IF IT OFFERS
NINA EVEN THE
SMALLEST HOPE
FOR *FREEDOM*, WE
MUST CHANCE
IT!

AWOOOGAH
AWOOOGAH
AWOOOGAH



HE'S HEADING
AWAY FROM THE
ELEVATORS!

FIRING
ORDERS?

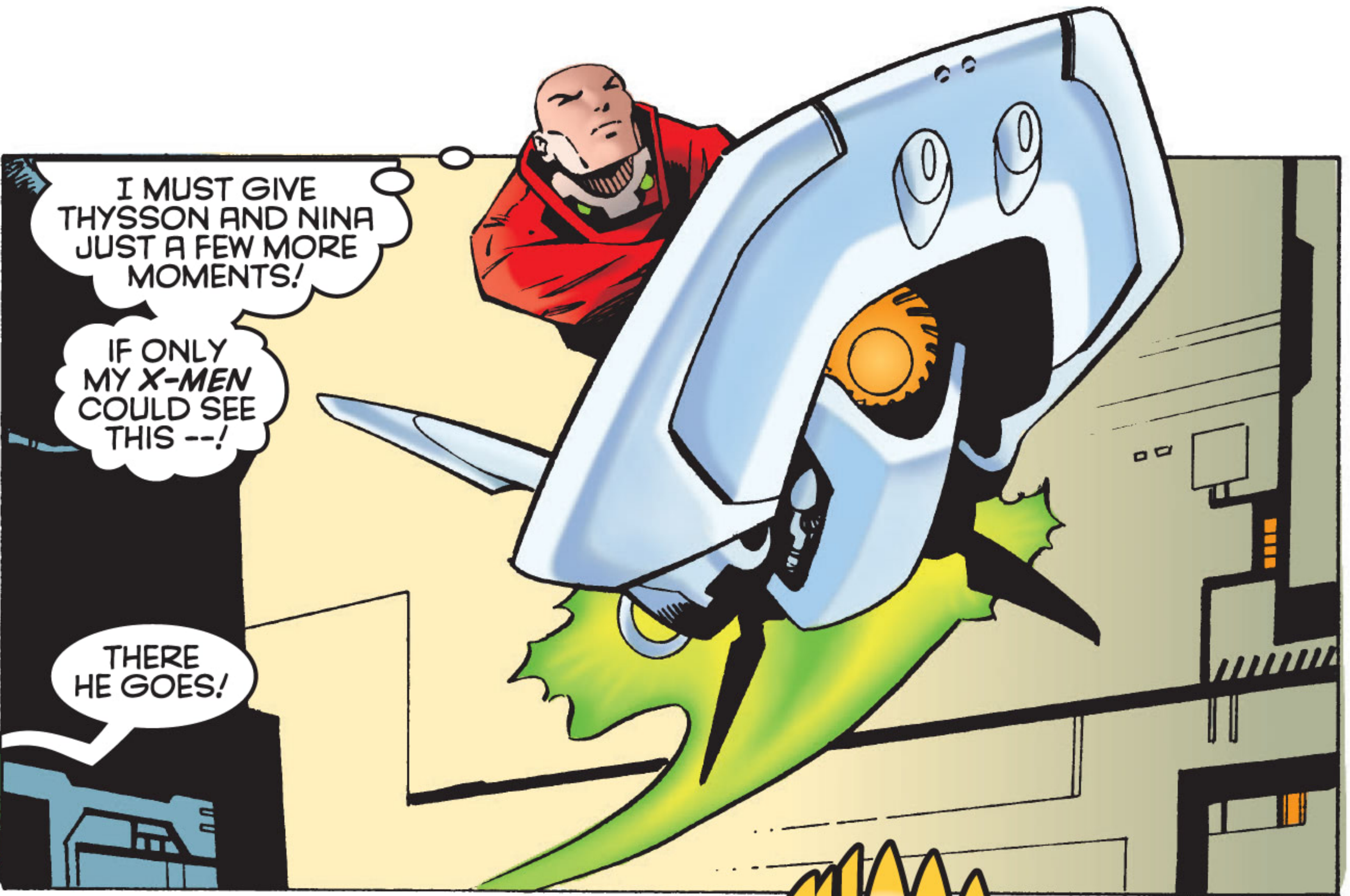
SET
'EM TO STUN,
BOYS!

XAVIER
WAS RIGHT...

... THE
GUARDS
WENT RIGHT BY
THE CELL WITH-
OUT LOOKING
INSIDE.



NOW, IF ONLY HE CAN KEEP THEM ALL DISTRACTED LONG ENOUGH!



I MUST GIVE THYSSON AND NINA JUST A FEW MORE MOMENTS!

IF ONLY MY X-MEN COULD SEE THIS --!

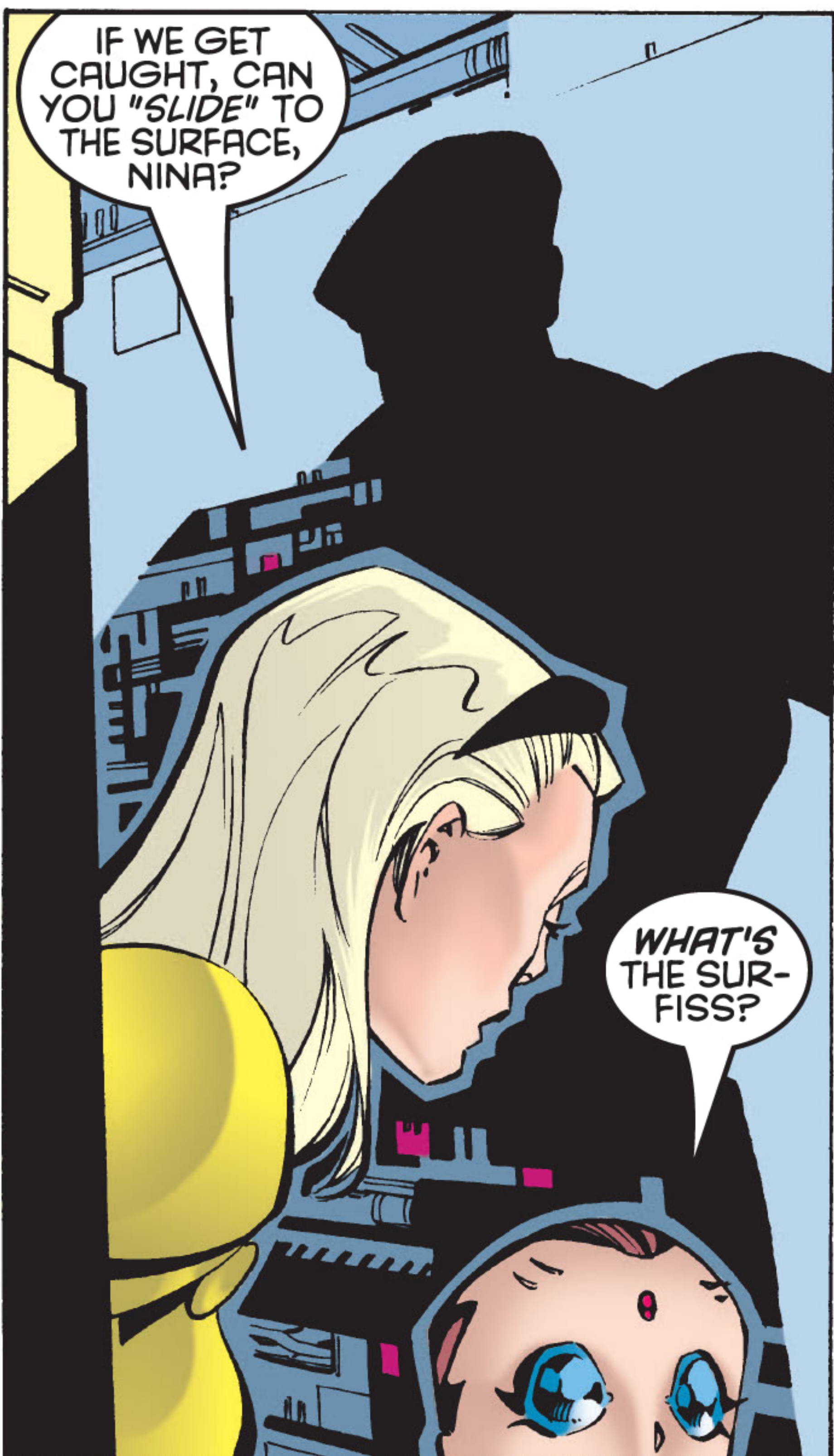
THERE HE GOES!



IF WE COULD USE OUR *DISRUPTERS*, WE COULD DISABLE THAT GRAVITY SLED --

PSHOOM

TOO *RISKY* -- OUR ORDERS ARE TO TAKE HIM DOWN *ALIVE*!



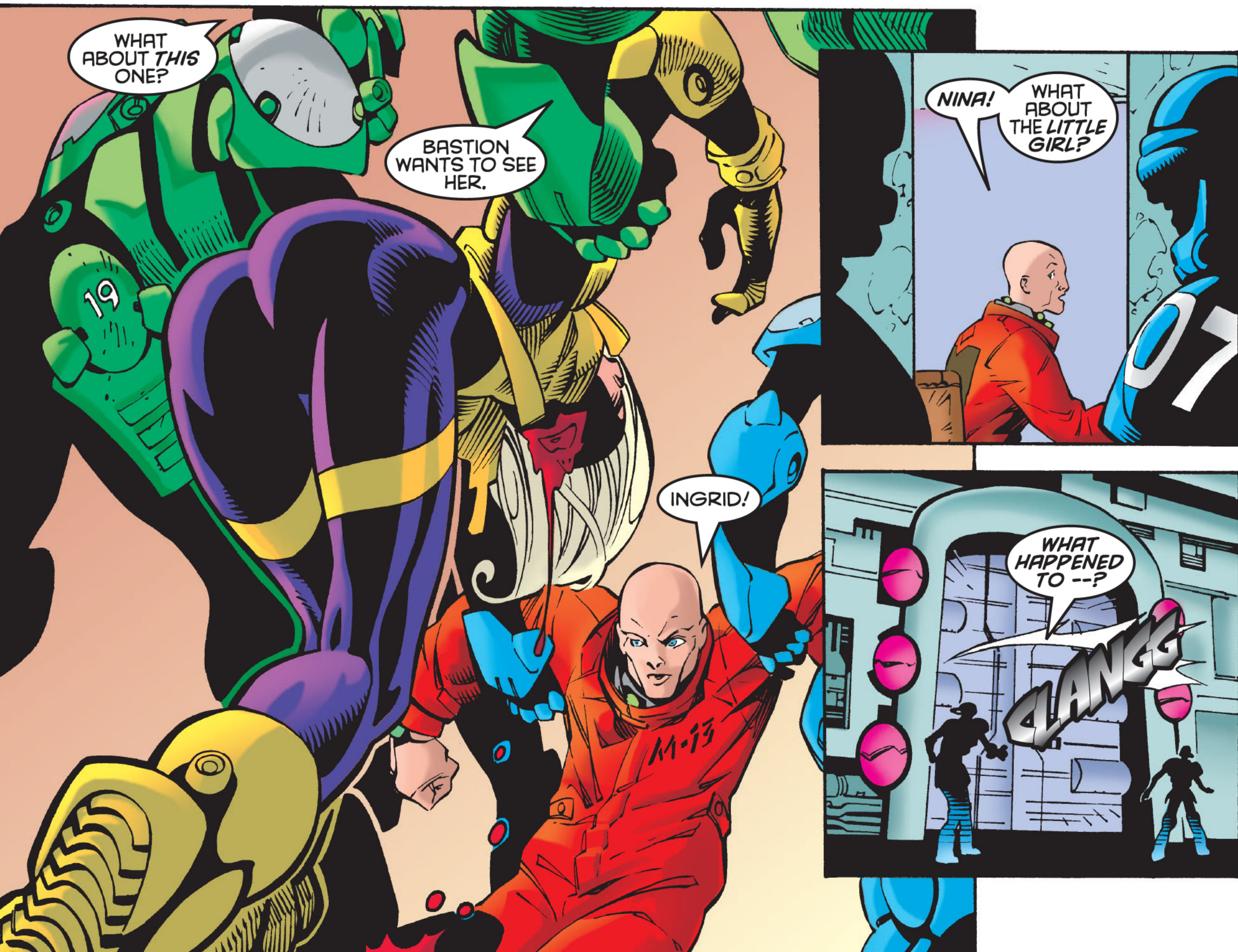
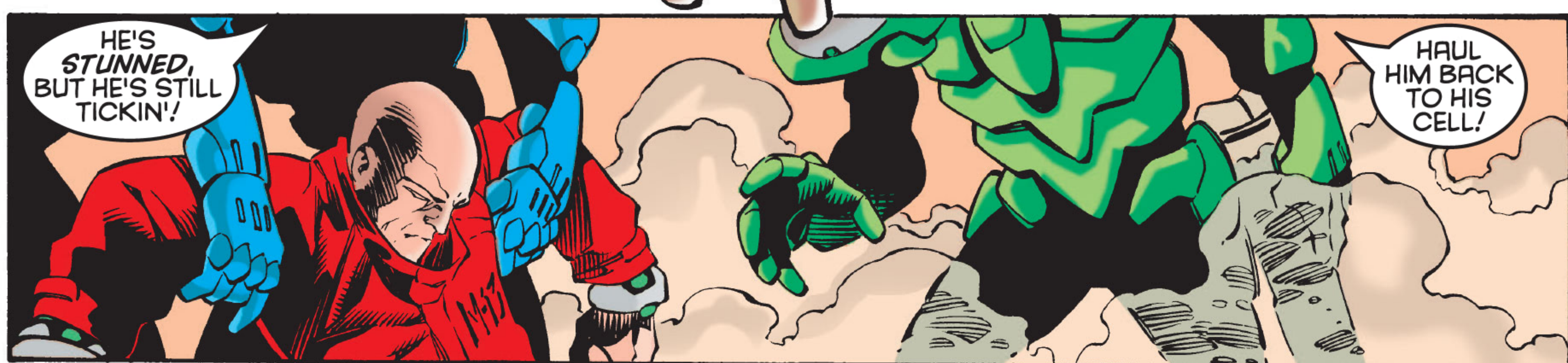
IF WE GET CAUGHT, CAN YOU "*SLIDE*" TO THE SURFACE, NINA?

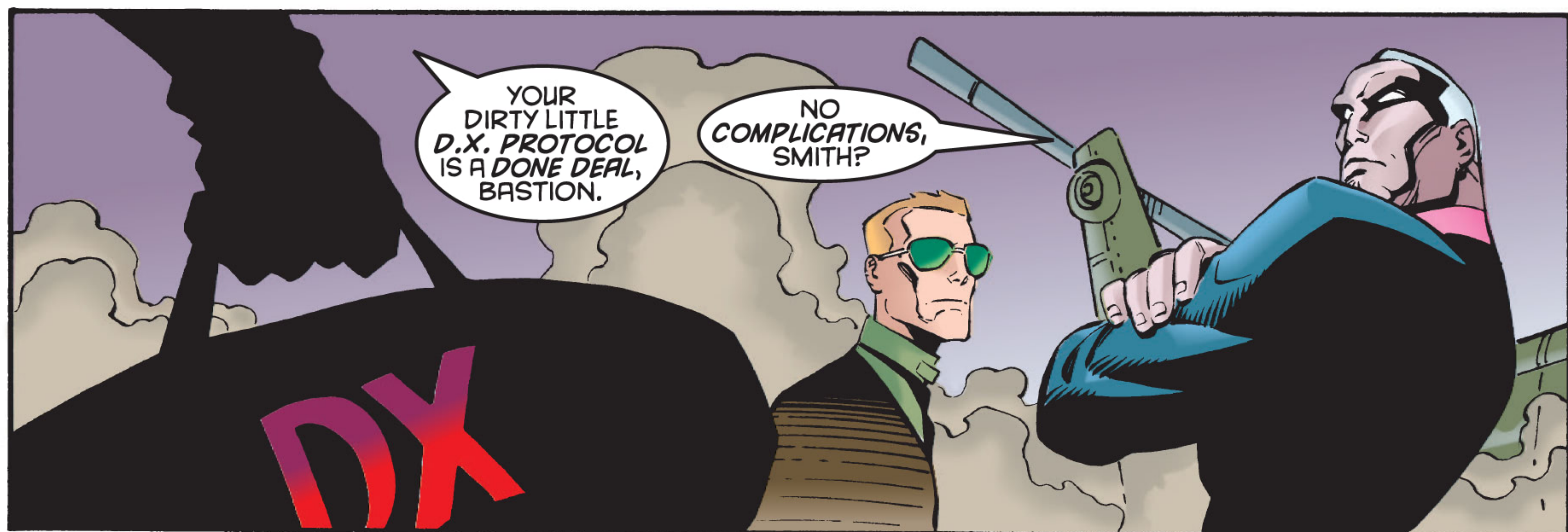
WHAT'S THE SUR-*FISS*?

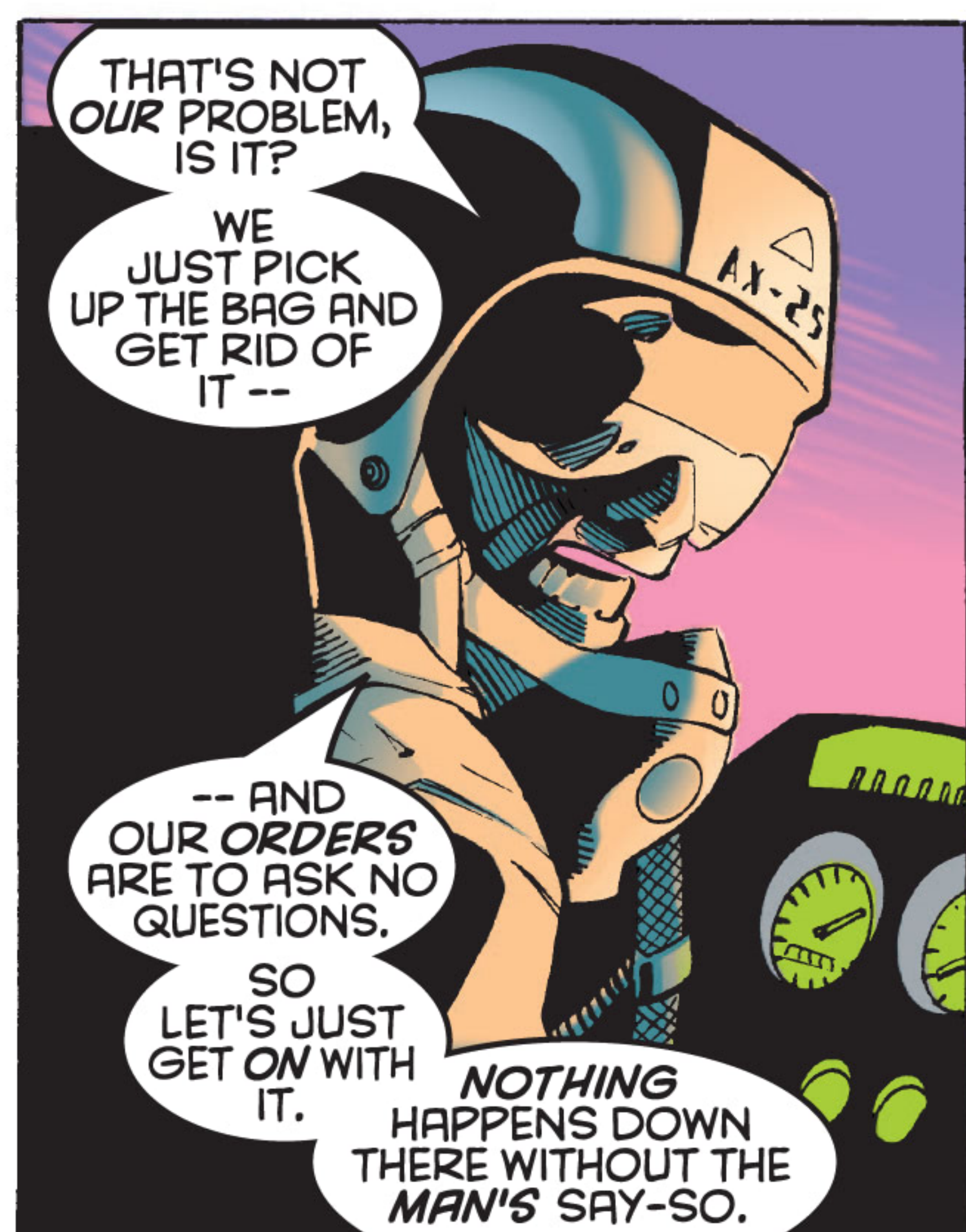
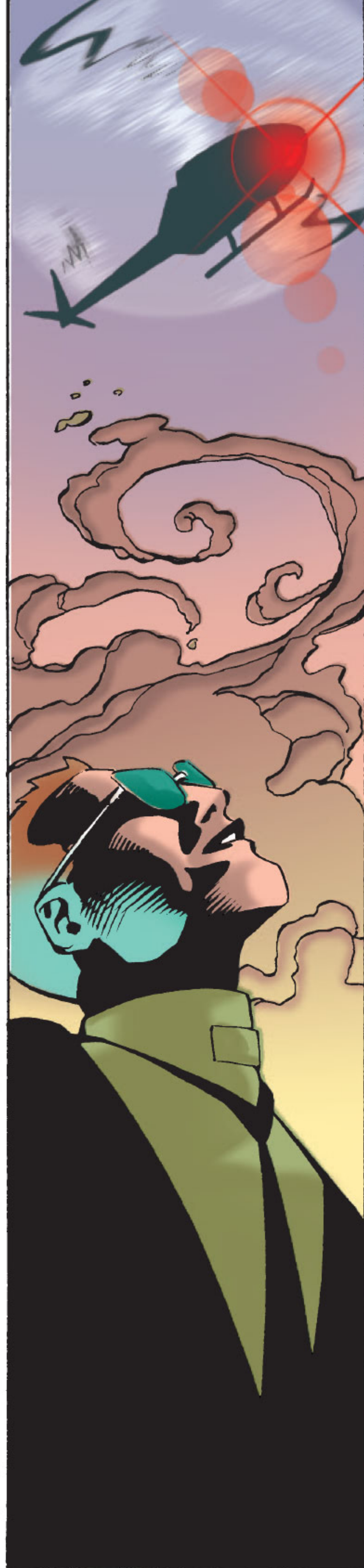


SHE CAN'T TELEPORT TO A PLACE SHE CAN'T EVEN *COMPREHEND*...

... ISN'T THAT *RIGHT*, SWEETIE?







2 DAYS
LATER...

I'VE
COME TO SAY
GOODBYE.

I'M BEING
SHIPPED OUT
TODAY --
-- TO
WHERE, I
CAN ONLY
GUESS.

I --
I SUPPOSE
WE REALLY WERE
UNDER THE MENTAL
CONTROL OF THAT
CHILD...

IF THAT IS
WHAT YOU WISH
TO BELIEVE, Dr.
THYSSON.

TELL
ME...

... SHE
DIDN'T SUFFER,
DID SHE?

IT WAS
STRANGE...

... SHE
LOOKED
RIGHT INTO
HIS EYES, AND
SHE ASKED
HIM --

-- YOU'RE
ONE OF US,
AREN'T
YOU?

"THEN, HE
SMILED."

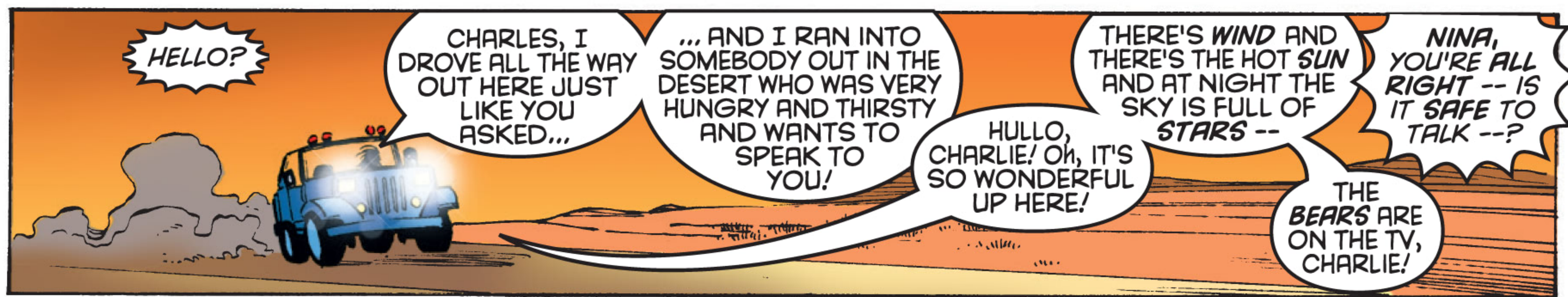
THAT'S
RIGHT,
HONEY.

AND
I'M SORRY
I HAVE TO DO
THIS TO YOUR
PAL, BUT IT'S
THE ONLY
WAY--

"AND THAT'S
ALL I
REMEMBER."

"-- ONE
OF US."?
BUT --

BRRRRING



HELLO?

CHARLES, I DROVE ALL THE WAY OUT HERE JUST LIKE YOU ASKED...

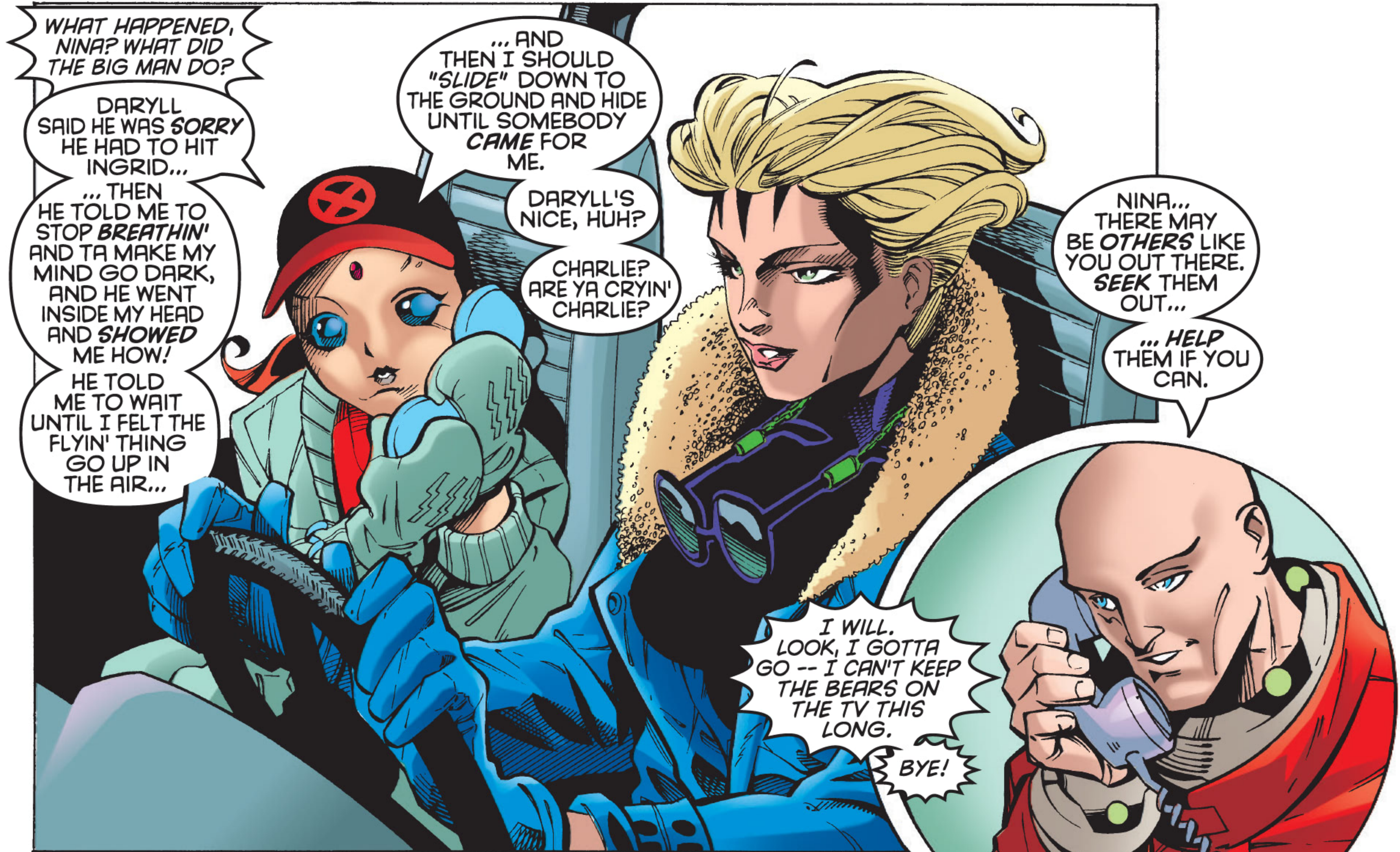
... AND I RAN INTO SOMEBODY OUT IN THE DESERT WHO WAS VERY HUNGRY AND THIRSTY AND WANTS TO SPEAK TO YOU!

THERE'S *WIND* AND THERE'S THE HOT *SUN* AND AT NIGHT THE SKY IS FULL OF *STARS* --

HULLO, CHARLIE! OH, IT'S SO WONDERFUL UP HERE!

NINA, YOU'RE ALL RIGHT -- IS IT *SAFE* TO TALK --?

THE BEARS ARE ON THE TV, CHARLIE!



WHAT HAPPENED, NINA? WHAT DID THE BIG MAN DO?

DARYLL SAID HE WAS *SORRY* HE HAD TO HIT INGRID...

... THEN HE TOLD ME TO STOP *BREATHIN'* AND TA MAKE MY MIND GO DARK, AND HE WENT INSIDE MY HEAD AND *SHOWED* ME HOW!

HE TOLD ME TO WAIT UNTIL I FELT THE FLYIN' THING GO UP IN THE AIR...

... AND THEN I SHOULD "*SLIDE*" DOWN TO THE GROUND AND HIDE UNTIL SOMEBODY *CAME* FOR ME.

DARYLL'S NICE, HUH?

CHARLIE? ARE YA CRYIN' CHARLIE?

NINA... THERE MAY BE *OTHERS* LIKE YOU OUT THERE. *SEEK* THEM OUT...

... *HELP* THEM IF YOU CAN.

I WILL. LOOK, I GOTTA GO -- I CAN'T KEEP THE BEARS ON THE TV THIS LONG.

BYE!



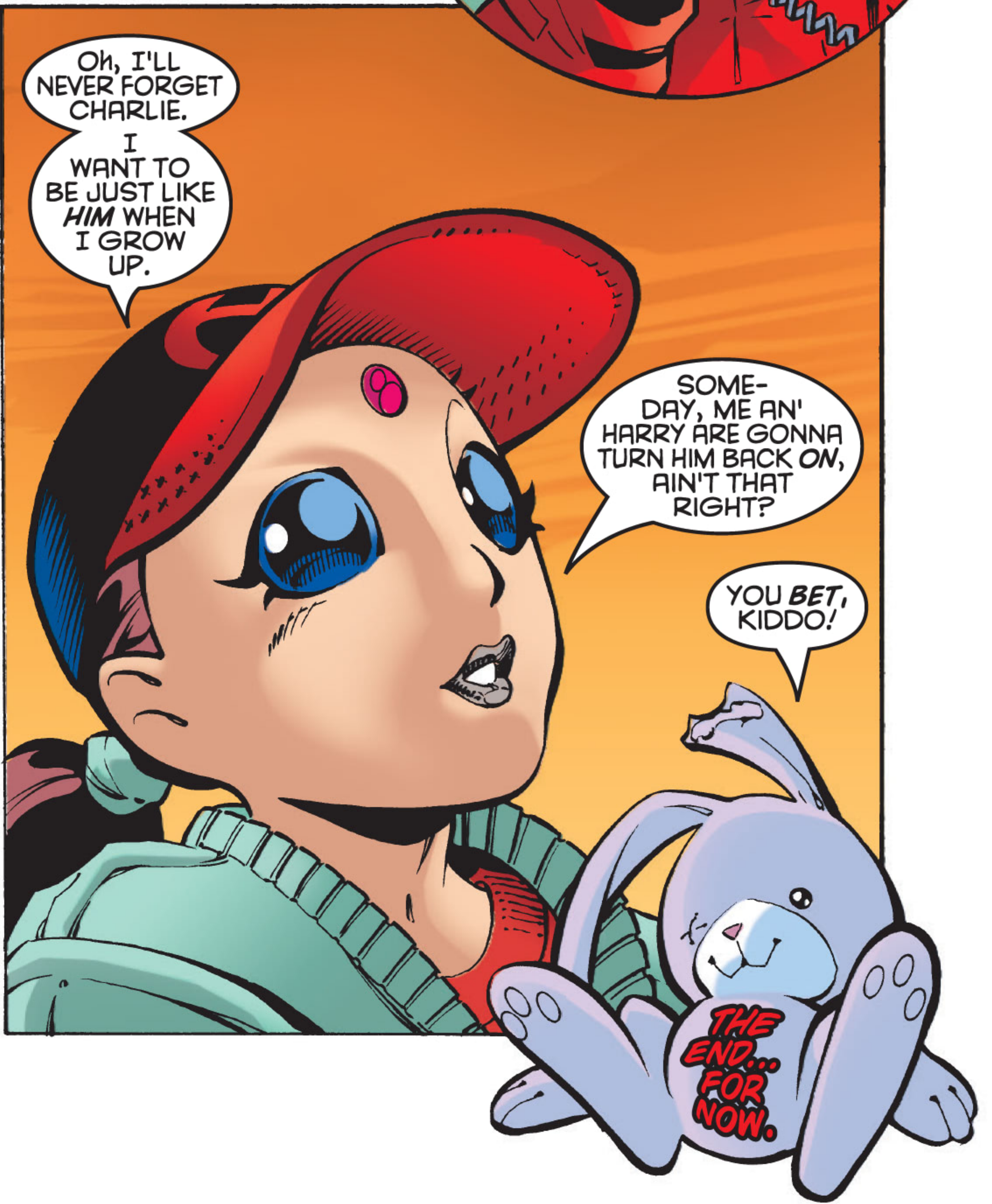
HOW COME CHARLIE COULDN'T COME WITH US, RENEE?

THAT WAS THE ONLY WAY HE COULD *HELP* YOU, NINA.

YOU SEE, SOME PEOPLE CARE SO MUCH ABOUT *OTHERS*, THEY'RE WILLING TO SACRIFICE *THEMSELVES*.

CHARLIE IS A GOOD MAN, NINA... AND A WONDERFUL *TEACHER*.

WE SHOULD *LEARN* FROM HIM.

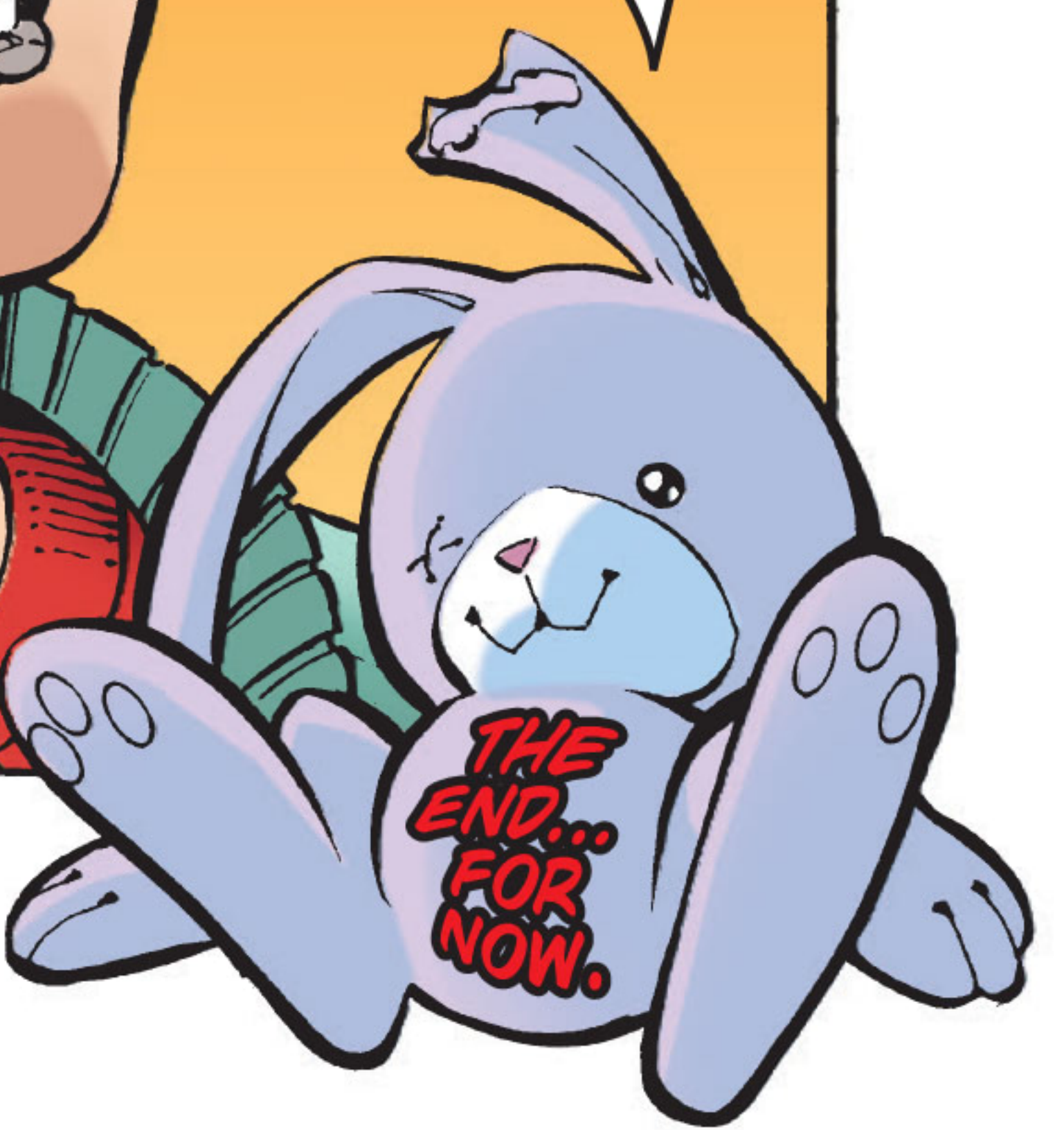


OH, I'LL NEVER FORGET CHARLIE.

I WANT TO BE JUST LIKE *HIM* WHEN I GROW UP.

SOME-DAY, ME AN' HARRY ARE GONNA TURN HIM BACK ON, AIN'T THAT RIGHT?

YOU *BET*, KIDDO!





He has dedicated his entire life to building a better tomorrow one in which humans and mutants—the evolutionary cousins of homo sapien—could live in peaceful co-existence.

But in a moment of weakness, Charles Xavier—the most powerful telepath on the planet—did more to hinder that cause than any villain he and his X-Men ever battled.

He gave in to all the fear, hatred and intolerance he had spent so long fighting against...

...and in that moment, a new form of life was born—a malevolent being of pure psionic energy that sought to punish all humanity for their transgressions:



The near-omnipotent villain was ultimately defeated, but the price paid to earn that victory was great.

Lives were sacrificed, heroes were lost... and amid the wreckage, anti-mutant fear grows anew.

Now, Xavier seeks redemption in the most unlikely of places. Hidden deep below the Nevada desert, in a secret military installation, he will match wits against the man known only as Bastion—a man who is determined to end all mutant life on Earth—and encounter a mystery that could prove even deadlier...



JUL-16-96 TUE 9:38 AM MARVEL COMICS

P. 3

05/02/96 23:36

MARK WAID

ONSLAUGHT: MARVEL UNIVERSE/Plot

MARK WAID

Eyes closed wincing with regret, Wolverine holds screaming Quicksilver back as Crystal flies into Onslaught.

PAGE THIRTY-SEVEN

Meanwhile, Doom--off to one side--finagles a hand-held device and schemes. Perhaps there is a way yet to absorb some of Onslaught's power and turn this to his advantage...

KSSSH! An ARROW zooms in from off and shatters the device!

Doom whirls around to see HAWKEYE (another arrow drawn) and IRON MAN (flying) thundering towards him.

Bam! Iron Man picks the struggling Doom up on the fly--
--and--followed by Hawkeye--they zoom into Onslaught.

PAGE THIRTY-EIGHT

Okay. We're down to Reed, Sue, and the X-Men. Wind's still ferocious, second sun's still bearing down, everyone looks beat to hell. Reed orders Cyclops to be READY!

Cyclops and Reed. Room for balloons. [Cyke: "Ready...?" Reed: "Once we're in, the X-Men have to hit Onslaught with EVERYTHING THEY HAVE!" Cyke protests, Reed reminds him that if they DON'T, the heroes' sacrifice will be for NOTHING.]

Tight on Sue's hand as, palm down, she extends it.

Tight on Reed's hand as, palm down, he places it on the back of Sue's.

Reed and Sue, holding hands, leap into Onslaught. Behind them, we see the X-Men readying themselves. Cyclops counts down three...two...one...

PAGE THIRTY-NINE

BOOM! BIG panel. The X-Men attack in FULL FORCE, each of them using their powers in the most DESTRUCTIVE MANNER POSSIBLE.

In the shadow of the cataclysm, at the feet of Onslaught, we cut to BRUCE BANNER stirring, half-conscious--

--and watch Banner fling himself into Onslaught.

PAGE FORTY

A couple or three panels looking past crowds of bystanders (New Yorkers! They'll sit through anything to watch a fight--even the end of the world!) as they look on from the fringes of the battleground to see the X-Men pounding on Onslaught.

BIG PANEL. As the X-Men press their advantage, Onslaught EXPLODES with energy!

JUL-16-96 TUE 9:38 AM MARVEL COMICS

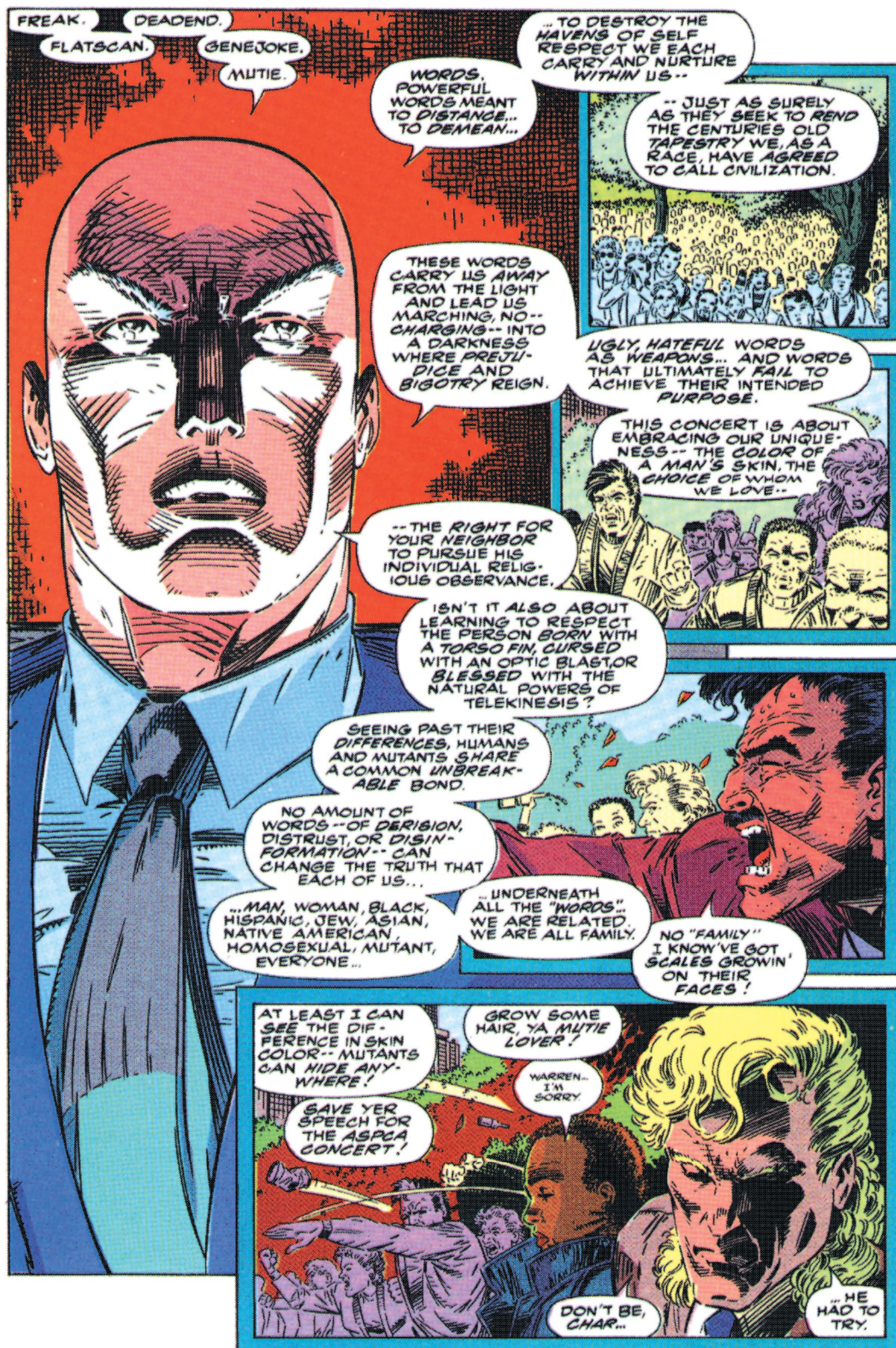
P. 3

05/02/96 23:36

MARK WAID

ONSLAUGHT: MARVEL UNIVERSE/Plot

MARK WAID



It was a matter of physics.

The higher one climbs, the farther one falls...and in all the Marvel Universe, no man climbed higher than Professor Charles Francis Xavier.

Captain America was stronger. Mr. Fantastic was smarter. Thor, more majestic.

But it was Professor X who overcame his physical handicap to concentrate on the power given him at birth—the mutant ability to read and control men's minds.

Spider-Man became a hero by accident.

Iron Man became a hero by necessity.

Hulk, a victim of his own ambition.

Xavier was born different. Even greater than the genetic

potential locked within his DNA, was his vision. As his powers developed, he understood he had a responsibility to use those powers to unite the races of Homo Sapiens and Homo Superior.

He was, in fact, a man with a dream.

But dreams are for people that sleep—carefully arranged shadows which dance along the periphery of a man's subconscious. Few are the dreams that can still exist in the harsh light of day.

This collection chronicles with newfound insight and never before revealed behind-the-scenes information the story of a man who, in his own words, awoke from a sleep to discover his dream had gotten away from him...had grown, taken a life of its own, and had become a nightmare.

That nightmare's name...is ONSLAUGHT.

And it all began one night in Cairo, when a man confronted his destiny...

"ON GUARD, MY SHIELDS UP AND READY, I ENTERED THE BAR. THE ATTACK OUTSIDE HAD BEEN INTENTIONAL. SOMEONE HAD SENSED MY POWER WHEN I STOPPED THE GIRL AND HAD DELIVERED A VERY BLUNT WARNING.



"I FLASH-PROBED EVERYONE IN THE ROOM, BUT NONE POSSESSED ANY REAL PSI TALENT. I KNEW MY ASSAILANT WAS NEARBY--PROBABLY SIZING ME UP.

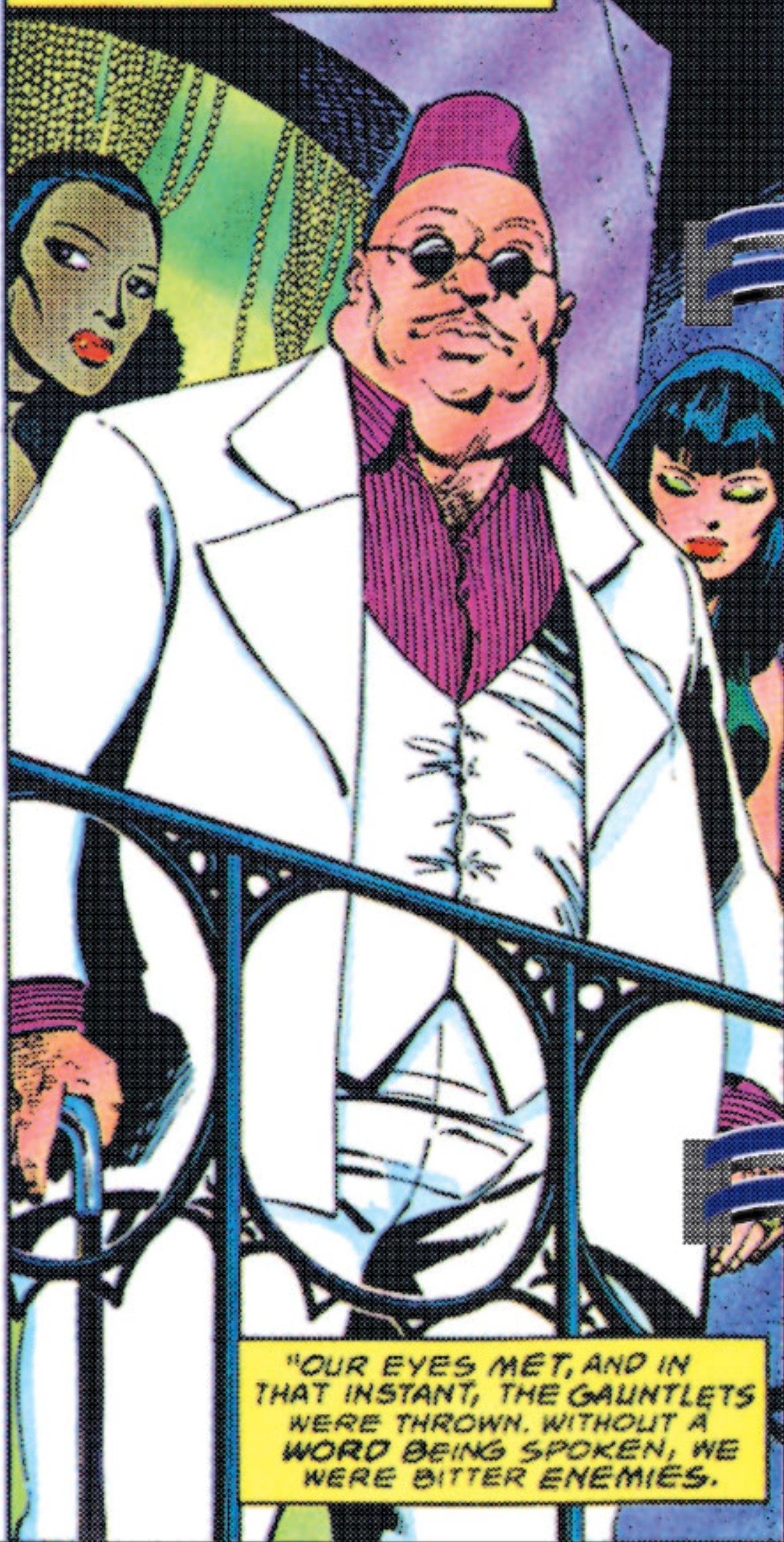


"I DECIDED TO LET MY UNKNOWN Foe MAKE THE NEXT MOVE. IF HE WANTED A MEETING...



"...HE COULD COME TO ME.

"I DIDN'T HAVE LONG TO WAIT.



"OUR EYES MET, AND IN THAT INSTANT, THE GAUNTLETS WERE THROWN. WITHOUT A WORD BEING SPOKEN, WE WERE BITTER ENEMIES.

I KNEW I WAS RUNNING A FEARFUL RISK, AS MY ASTRAL FORM SLIPPED FREE OF MY BODY. I HAD NEVER EVEN MET ANOTHER TELEPATH BEFORE.



"NOW, I WAS PREPARING TO FIGHT ONE TO THE DEATH.

"IN MY HEART, THOUGH, I KNEW I HAD NO ALTERNATIVE.



ONLY A FOOL IS WITHOUT FEAR, AMAHL FAROUK.

I SENSE FEAR IN YOU, STRANGER.



ARE YOU SURE YOU HAVEN'T BITTEN OFF MORE THAN YOU CAN CHEW?



A FOOL--OR A CORPSE!

"WITH A LAUGH, HE GESTURED...

"...AND REALITY TWISTED INSIDE-OUT AROUND US, THE DARK CONFINES OF FAROUK'S SALOON GIVING WAY TO...

SOME-THING ELSE.

SOME-THING ELSE.

SOME-THING ELSE.

SOME-THING ELSE.

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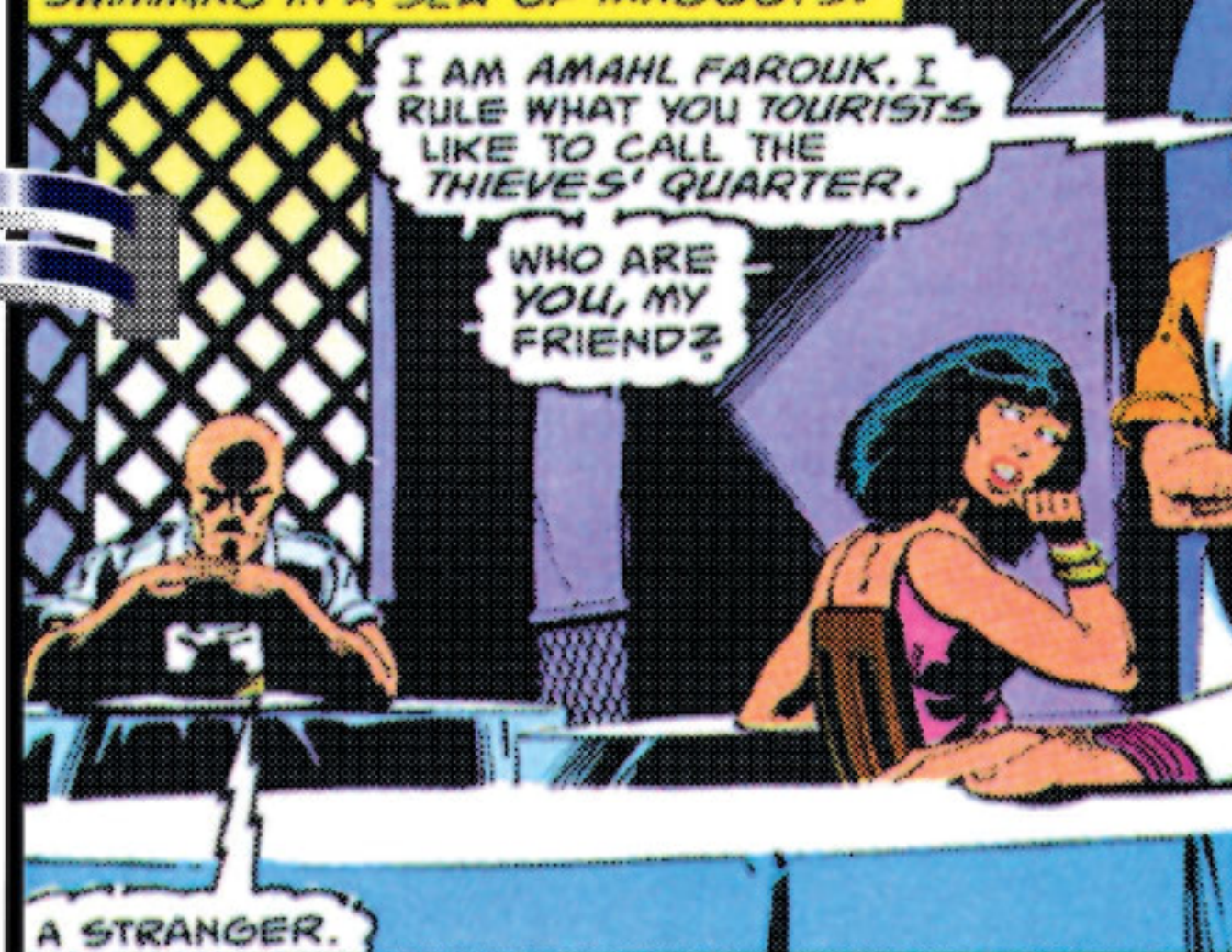
SINCE I AM THE CHALLENGED PARTY, I TRUST YOU WILL HAVE NO OBJECTIONS TO MY CHOOSING THE SITE OF OUR DUEL.



MOST IMPRESSIVE, IS IT NOT?

IT IS--BUT WHY BOTHER? IS HE REALLY SO POWERFUL THAT HE CAN WASTE PSI-ENERGY ON GLORIFIED SPECIAL EFFECTS?

"WE SPOKE MIND-TO-MIND, AND MY SKIN CRAWLED AS I FELT HIS THOUGHTS. IT WAS LIKE SWIMMING IN A SEA OF MAGGOTS.

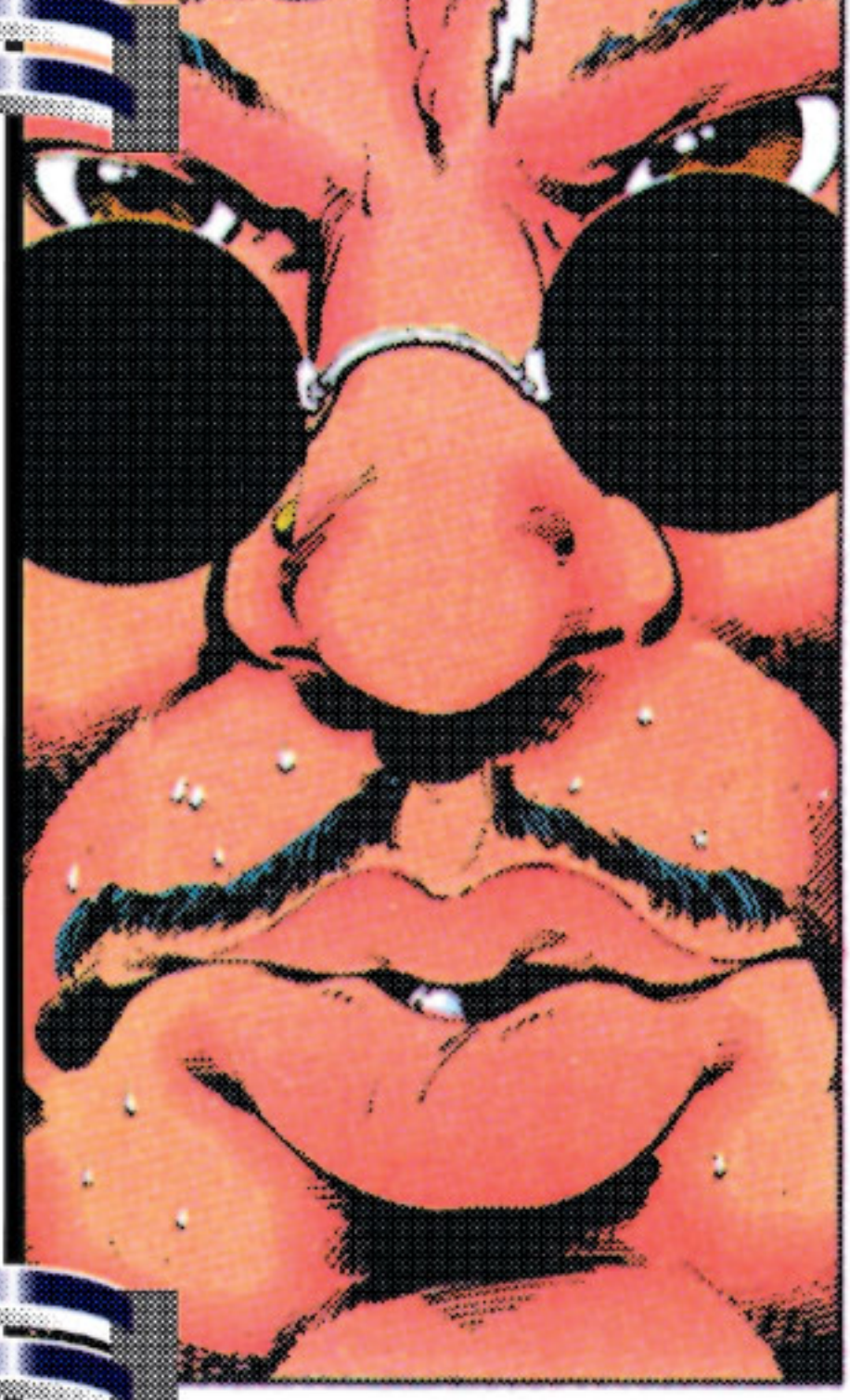


I AM AMAHL FAROUK. I RULE WHAT YOU TOURISTS LIKE TO CALL THE 'THIEVES' QUARTER.

WHO ARE YOU, MY FRIEND?

A STRANGER.

I BID YOU WELCOME, "STRANGER." I OWN THIS ESTABLISHMENT. SHOULD YOU WISH TO PARTAKE OF ANY OF ITS MANIFOLD... DELIGHTS... YOU HAVE BUT TO ASK.



THANK YOU--NO.

THANK YOU--NO.

THANK YOU--NO.

THANK YOU--NO.

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THANK YOU--NO.

AT WHAT COST TO YOUR VICTIMS, THIEVE-MASTER?

AT WHAT COST TO YOUR VICTIMS, THIEVE-MASTER?

AT WHAT COST TO YOUR VICTIMS, THIEVE-MASTER?

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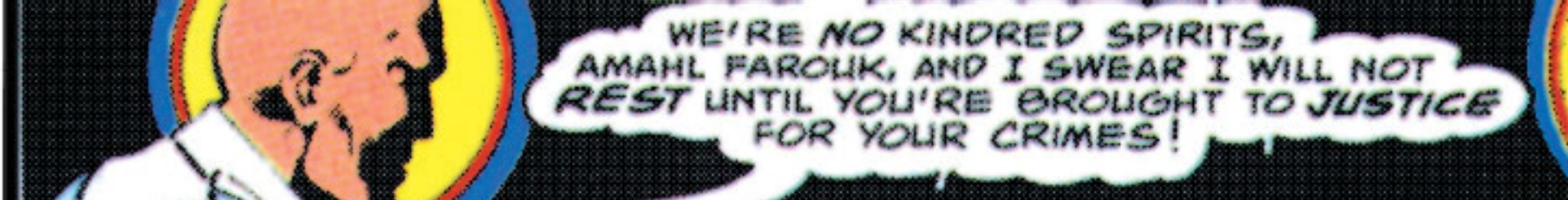
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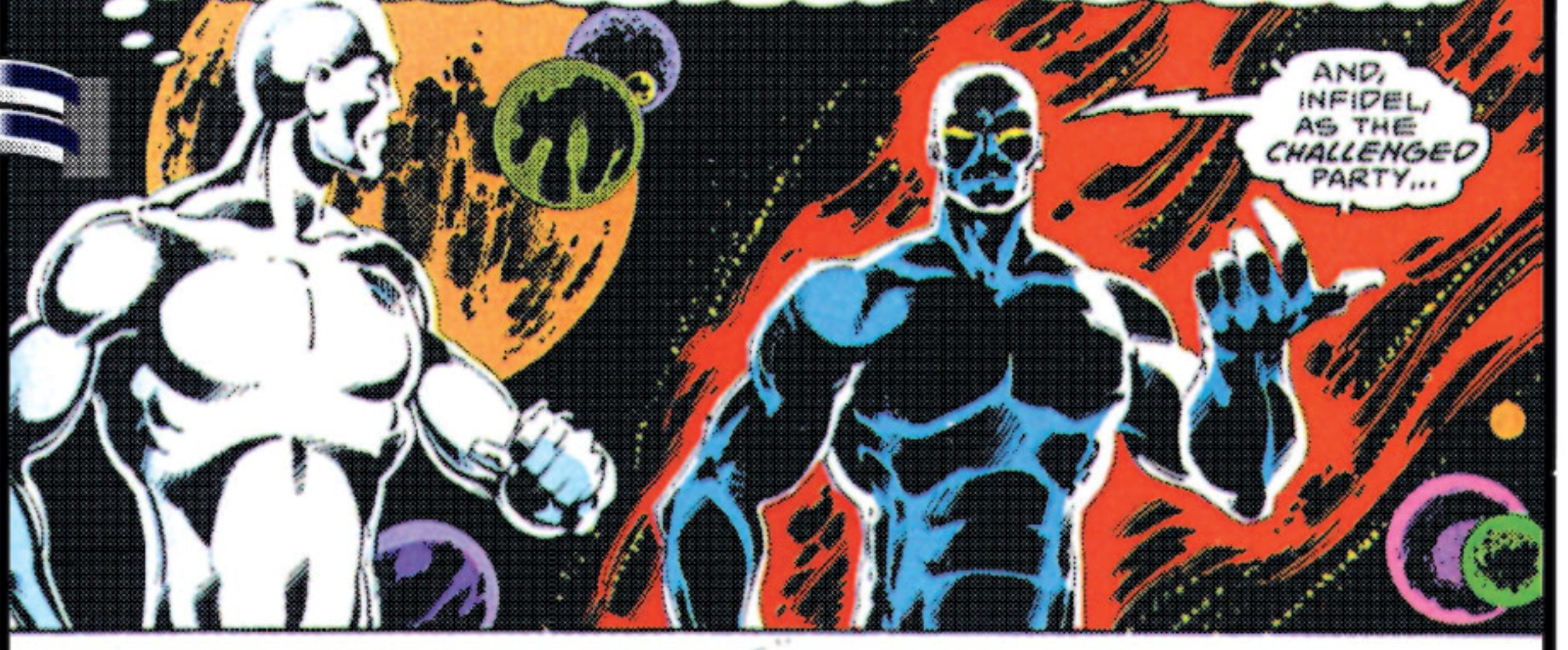
YOU AND I ARE MUTANTS--TELEPATHS. TRUE, WE HAVE EXCEPTIONAL ABILITIES, BUT WE ALSO HAVE A RESPONSIBILITY TO USE THOSE ABILITIES FOR THE BENEFIT OF OUR FELLOW MAN.



WE'RE NO KINDRED SPIRITS, AMAHL FAROUK, AND I SWEAR I WILL NOT REST UNTIL YOU'RE BROUGHT TO JUSTICE FOR YOUR CRIMES!

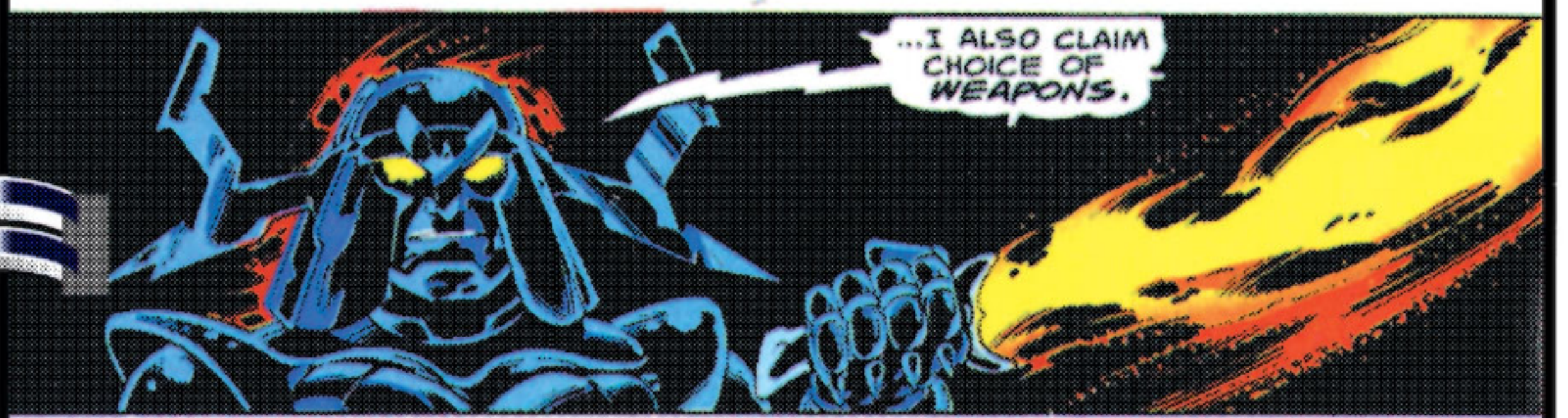
SO BE IT.

THIS IS LIKE MY FIRST NIGHT PATROL IN KOREA. I WAS SO SCARED I COULDN'T THINK STRAIGHT--AND THE WORST THING ABOUT IT WAS THE SUSPENSE...

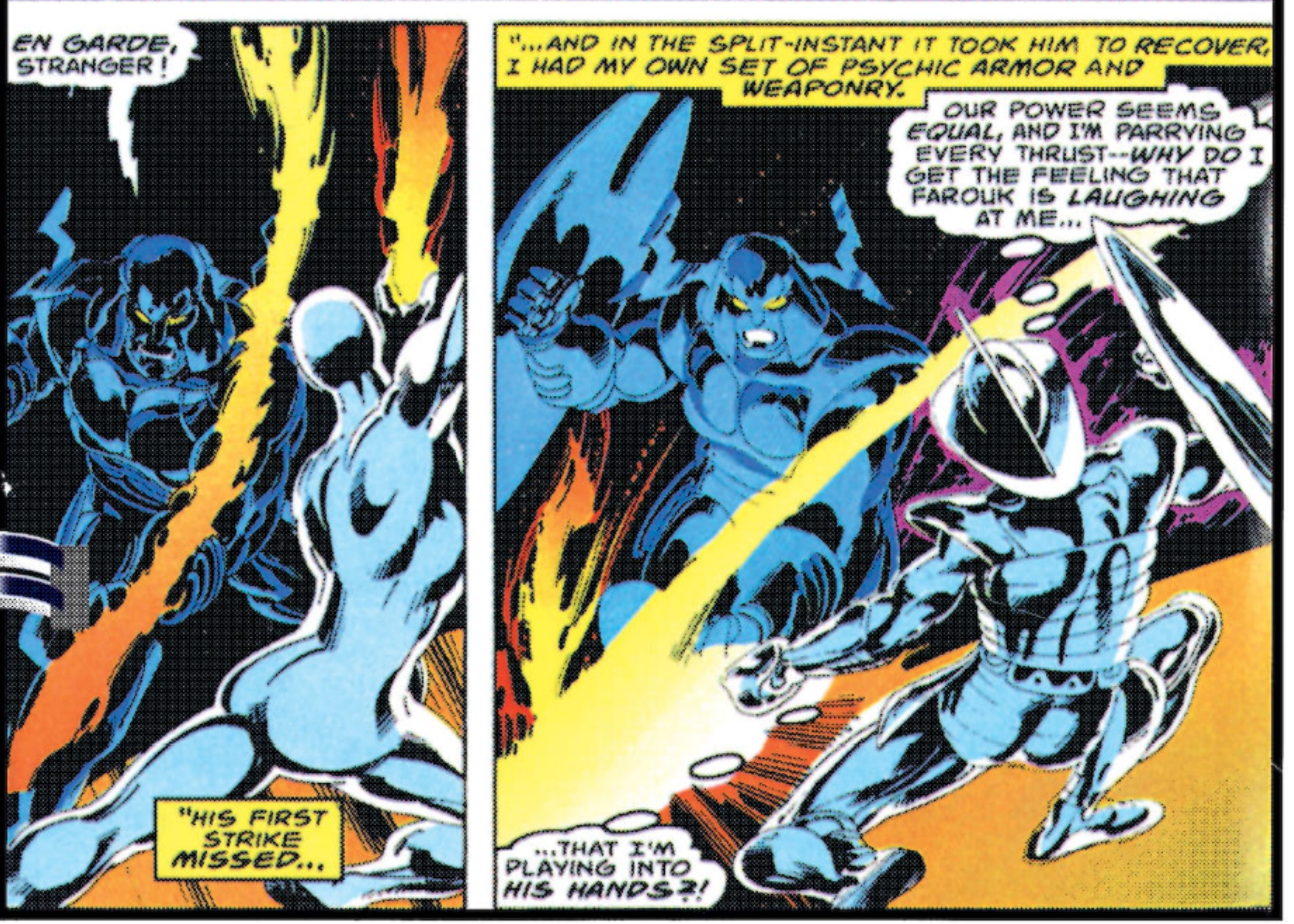


...KNOWING THE ENEMY WAS OUT THERE, SOMEWHERE, WONDERING WHEN HE WOULD ATTACK.

AND, INFIDEL, AS THE CHALLENGED PARTY...



...I ALSO CLAIM CHOICE OF WEAPONS.



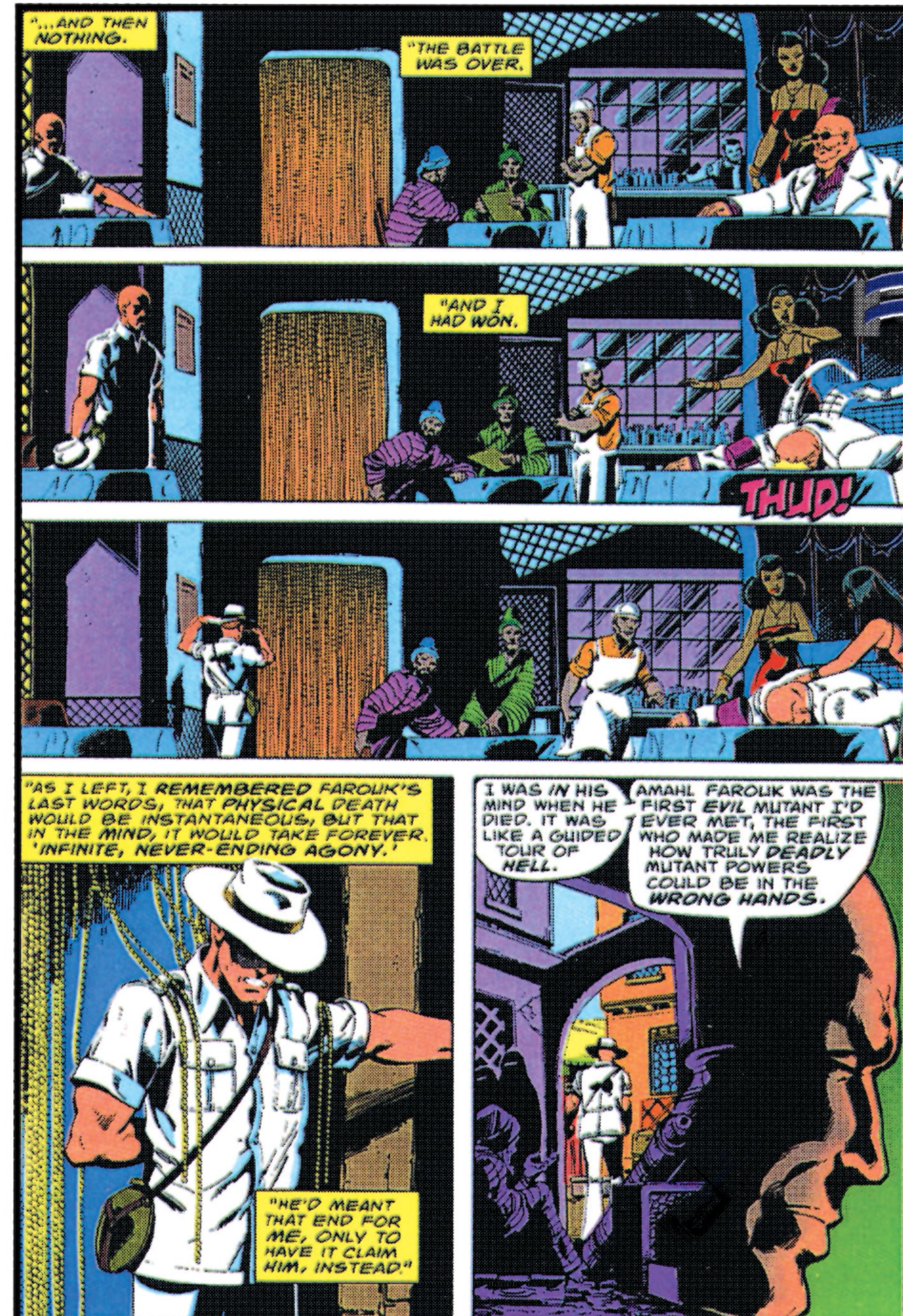
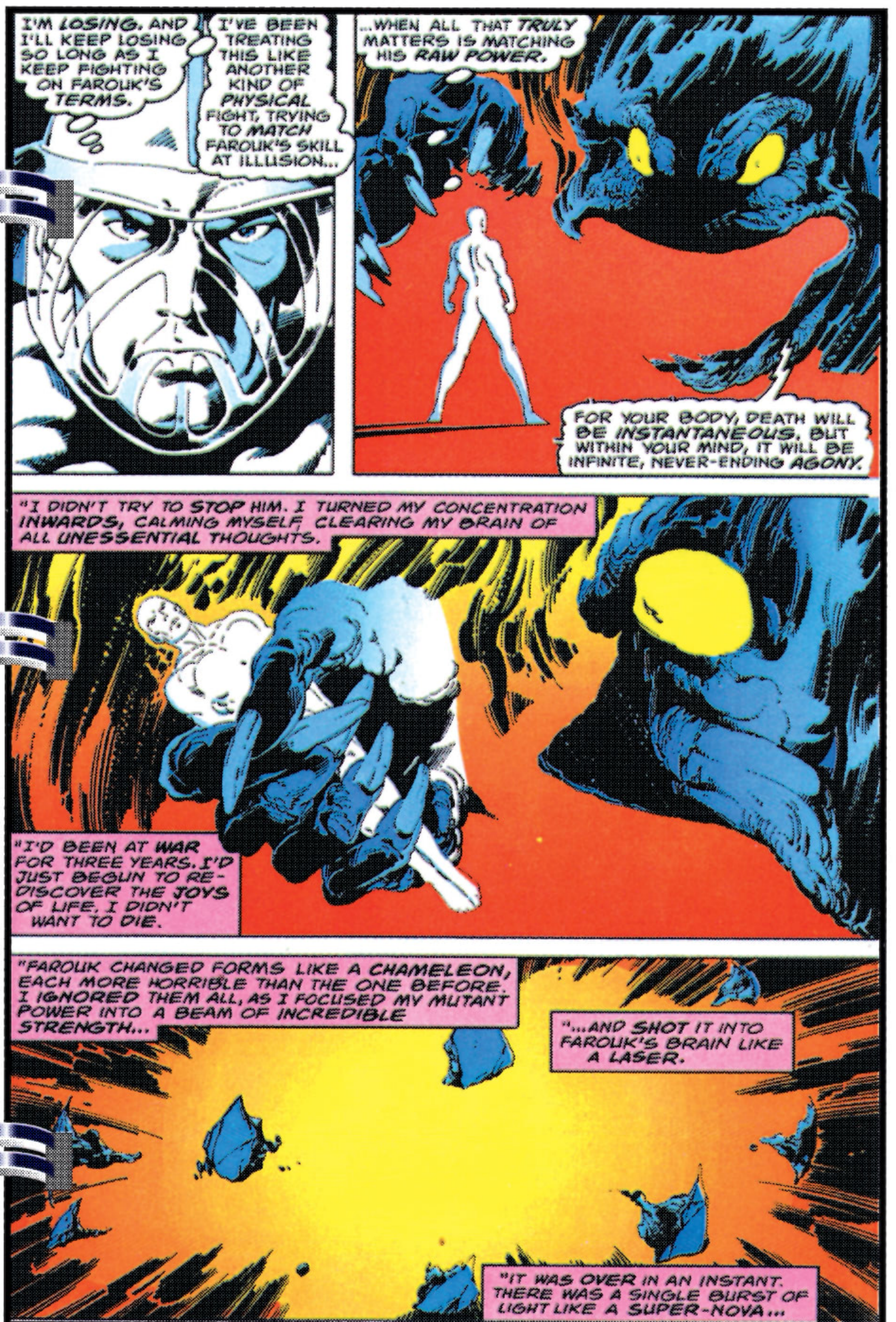
EN GARDE, STRANGER!

"...AND IN THE SPLIT-INSTANT IT TOOK HIM TO RECOVER, I HAD MY OWN SET OF PSYCHIC ARMOR AND WEAPONRY.

OUR POWER SEEMS EQUAL, AND I'M PARRYING EVERY THRUST--WHY DO I GET THE FEELING THAT FAROUK IS LAUGHING AT ME...

"HIS FIRST STRIKE MISSED...

...THAT I'M PLAYING INTO HIS HANDS?!



Xavier's encounter with Amahl Farouk, the Shadow King, was his first realization that he was not alone. Until that point, he had only theorized the existence of other mutants.

The Shadow King's malevolence had a profound effect on the young Charles. He was confronted by the fact not all mutants shared his view of a better tomorrow for all races. It was at that moment Xavier decided to dedicate himself to insuring not only the safety of mutants from humans...but also to the protection of humans from mutants who would use their powers against them.

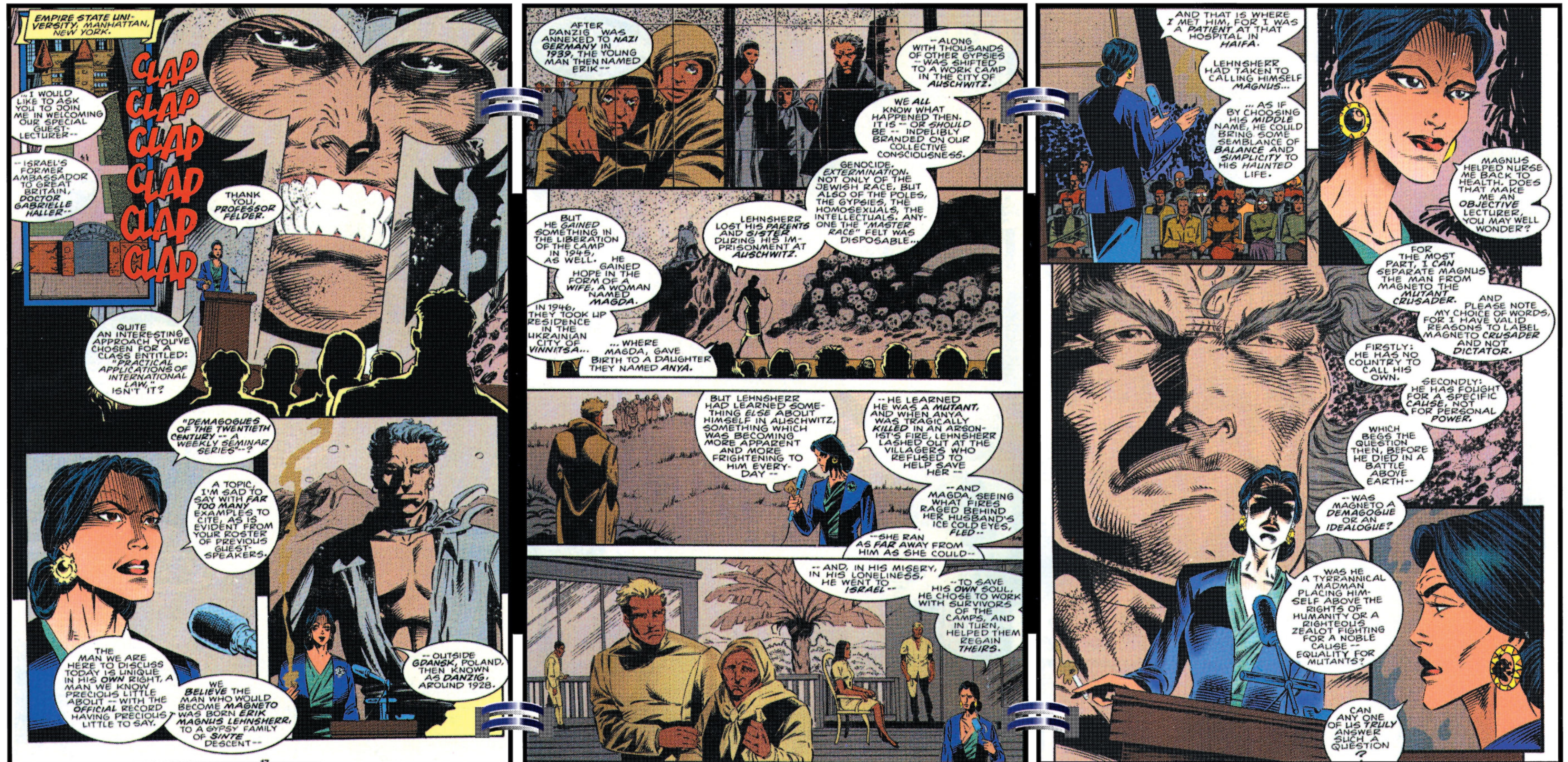
He also acknowledged that in order to accomplish this goal, he was going to need help.

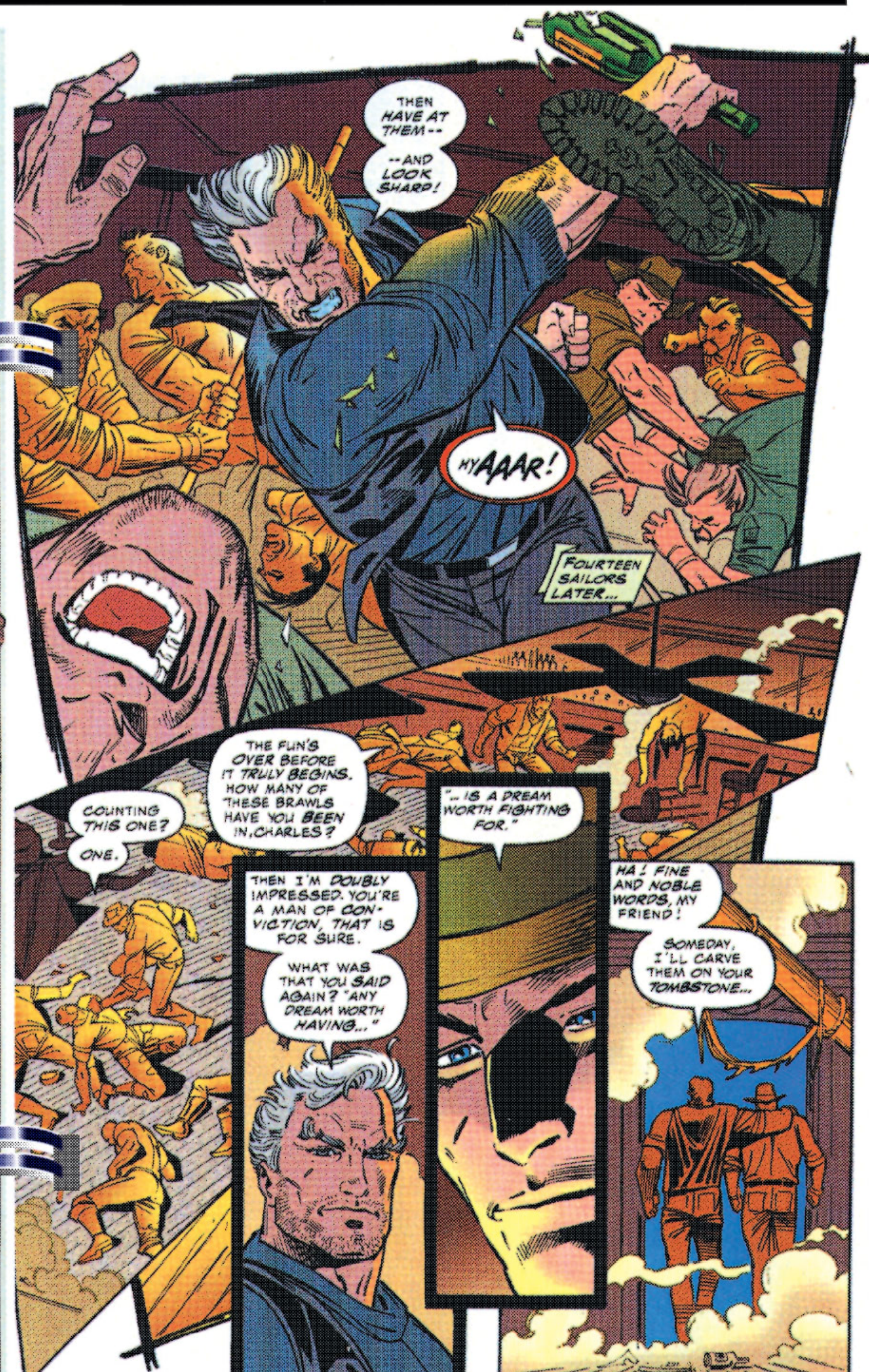
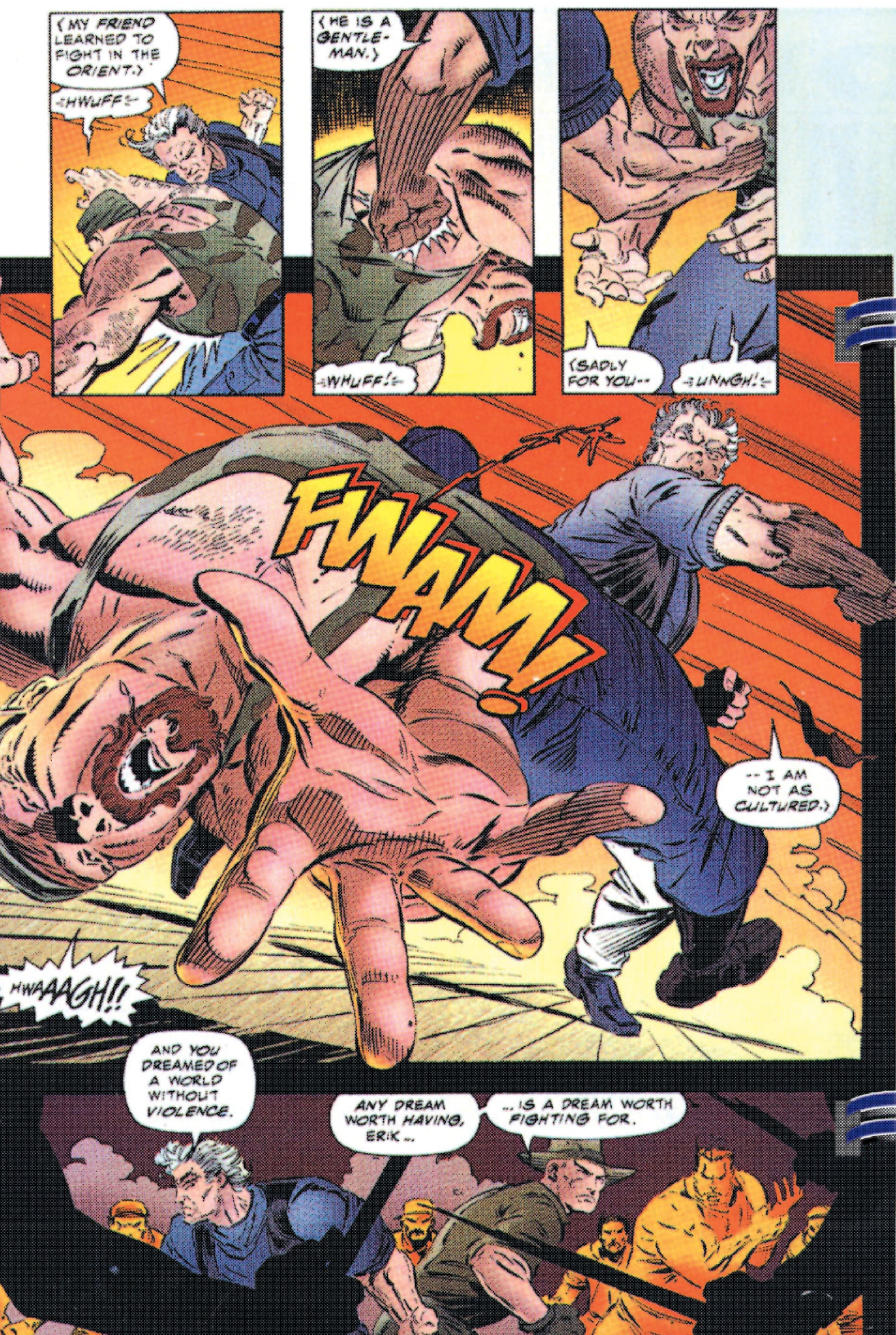
Nowhere was the potential for success greater than in the possible alliance between Xavier and Erik Magnus Lehnsherr.

However, life—as it so often does—had other plans.

Long before he met Xavier, Lehnsherr had lost his family to the ravages of a world at war. Having witnessed first hand man's inhumanity to man—and man's capacity to inflict atrocities upon all who are cursed with the appellation of "different"—the young gypsy would one day become a genetic freedom-fighter dedicated to the creed of "Never again."

The world had already created its own monster...the man who would one day become Magneto.





Unfortunately, differing opinions would end their friendship.

For years, these two former friends found themselves locked in combat with each other.

Xavier's X-Men championed the cause of mutant coexistence, while Magneto and his Acolytes had dedicated their lives to mutant superiority over the genetic majority.

The years of conflict ended in tragedy. In a moment of supreme frustration, Xavier used his telepathic abilities to shut down Magneto's mind.

But rather than end the threat posed by a mutant determined to rule at the expense of an entire world, Xavier's act of desperation actually set in motion a series of events that would do more damage than a hundred Magnetos.

In that moment, an unsuspecting world could not have known... the Onslaught had begun.



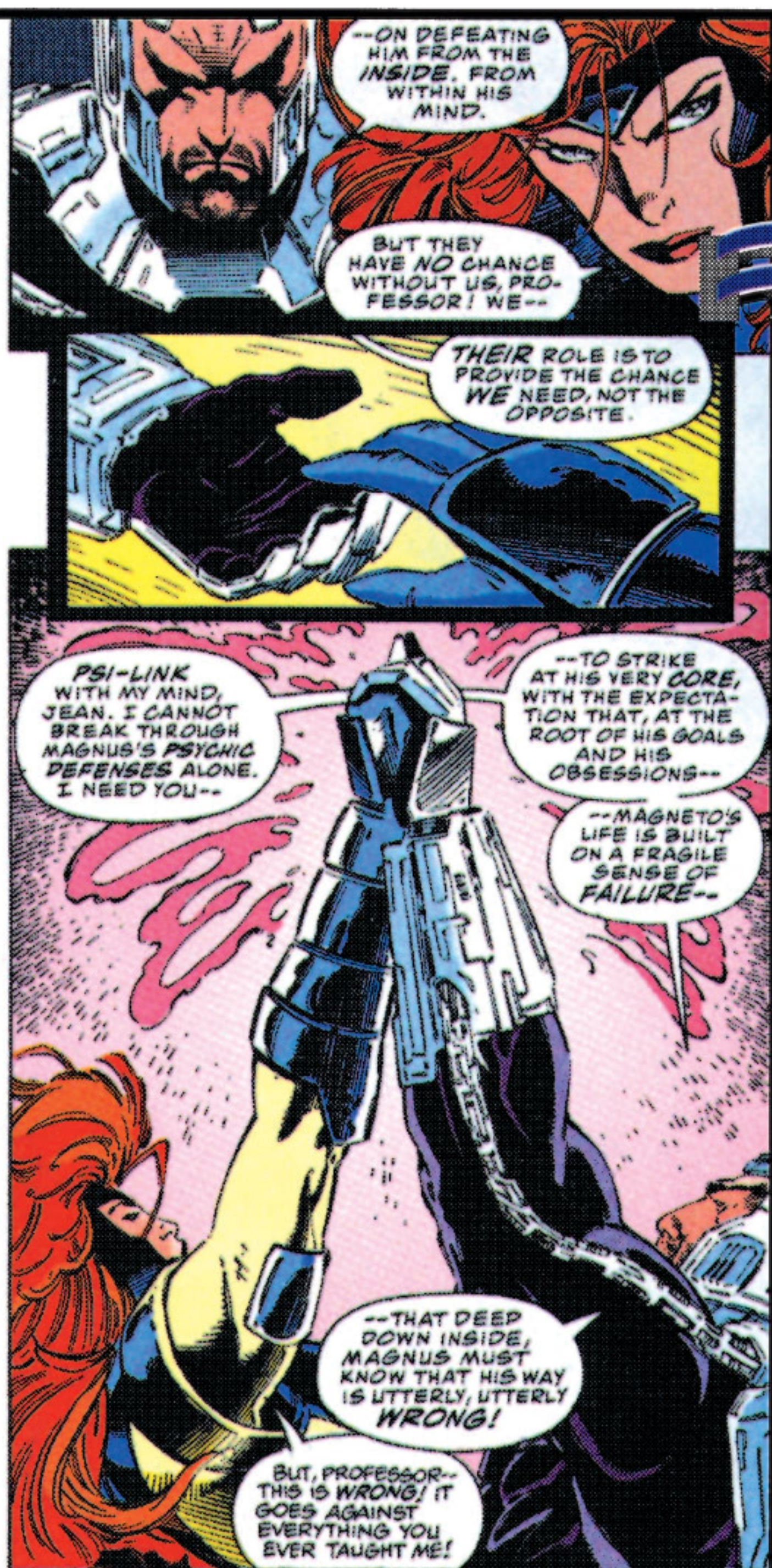


PAY FOR WHAT? PAY SIMPLY FOR BEING HUMAN? SIMPLY FOR BEING ALIVE?

JEAN, DON'T WASTE YOUR ENERGIES IN SO FUTILE A MANNER!

LET THE OTHERS OCCUPY HIM--

--WE MUST CONCENTRATE, AS WE DISCUSSED--



--ON DEFEATING HIM FROM THE INSIDE, FROM WITHIN HIS MIND.

BUT THEY HAVE NO CHANCE WITHOUT US, PROFESSOR! WE--

THEIR ROLE IS TO PROVIDE THE CHANCE WE NEED, NOT THE OPPOSITE.

PSI-LINK, WITH MY MIND, JEAN, I CANNOT BREAK THROUGH MAGNUS'S PSYCHIC DEFENSES ALONE. I NEED YOU--

--TO STRIKE AT HIS VERY CORE, WITH THE EXPECTATION THAT, AT THE ROOT OF HIS GOALS AND HIS OBSESSIONS--

--MAGNETO'S LIFE IS BUILT ON A FRAGILE SENSE OF FAILURE--

--THAT DEEP DOWN INSIDE, MAGNUS MUST KNOW THAT HIS WAY IS UTTERLY, UTTERLY WRONG!

BUT, PROFESSOR-- THIS IS WRONG! IT GOES AGAINST EVERYTHING YOU EVER TAUGHT ME!



WONDERFUL, JEAN-- WHAT DO YOU SUGGEST? WE SCOLD HIM AND THAT'S THE END OF THAT?



REMY--!!

YOU HURT HIM!

AN' BECAUSE YOU KNOW HE WAS RIGHT, MAGNUS! YOU JUST COULDN'T FACE IT, COULD YA?

SURE THERE'S BEEN A MIGHTY FINE LINE BETWEEN US, SUGAR, WE WALK AND YOURS--

--BUT THE DIFFERENCE BETWEEN US, SUGAR, IS STILL SIMPLE AS RIGHT AN' WRONG--

WHATEVER IT TAKES TO DEFEAT YOU, FATHER... AND END THIS MADNESS.

"AT THE GRAVESITE OF DOUG RAMSEY."

"THE YOUNG NEW MUTANT WHO DIED WHILE MAGNUS WAS HEADMASTER OF THE SCHOOL."

"IT HURT HIM DEEPLY, CHARLES."

"HIS FEELINGS... HIS GRIEF... WERE GENUINE. IS THIS RIGHT? TO BRING THESE MEMORIES OUT? TO USE THEM IN THIS WAY...?"

--WHAT? CHARLES?! WHAT ARE YOU DOING--?

"CHARLES, WHERE--?"

--BECAUSE MAYBE THEY FEEL THE SAME WAY ABOUT YOU--

--DON'T MAKE IT RIGHT!

AN' THAT'S A BELIEF WE'RE WILLIN' TA FIGHT AN' DIE FOR!

PIETRO! OUT OF ALL OF THEM-- YOU --HAVE THE AUDACITY TO CONFRONT ME?!

OH, MY SON... HOW SHARPER THAN A SERPENT'S TOOTH IS YOUR BETRAYAL!



"NOW, JEAN! GAMBITS PROVIDED US WITH THE OPPORTUNITY WE NEEDED!"

"WE'RE IN, CHARLES --INSIDE HIS MIND-- BUT HE'S FIGHTING US--"

"HE'S FIGHTING HIMSELF, JEAN-- FIGHTING HIS PAST-- AND WE CAN USE THAT INNER TURMOIL AGAINST HIM!"

WHAT--? NO.

OH, CHARLES... HOW FAR YOU'VE FALLEN... HOW VERY FAR.

"MAKE HIM FEEL THE PAIN OF LOSING HIS FAMILY-- HIS LOVED ONES-- AGAIN IN ALL ITS INTENSITY!"

"CHARLES-- I CAN'T DO THIS-- IT'S WRONG, IT'S--!"

"WE HAVE TO, JEAN! AS DISTASTEFUL AS IT IS-- WE HAVE TO!"

YOU SURPRISE ME, CHARLES. I THOUGHT SUCH MANIPULATIONS ABHORRENT TO YOU.

ENOUGH!!

YOU ASK ME, X-MEN, WHY I DO WHAT I DO... AND I ASK IN RETURN, HOW CAN YOU NOT?

WELL, THEN, BUCKET-HEAD, SOUNDS LIKE KILLIN' EVERYBODY WHO DON' AGREE WITH Y' POINT OF VIEW--

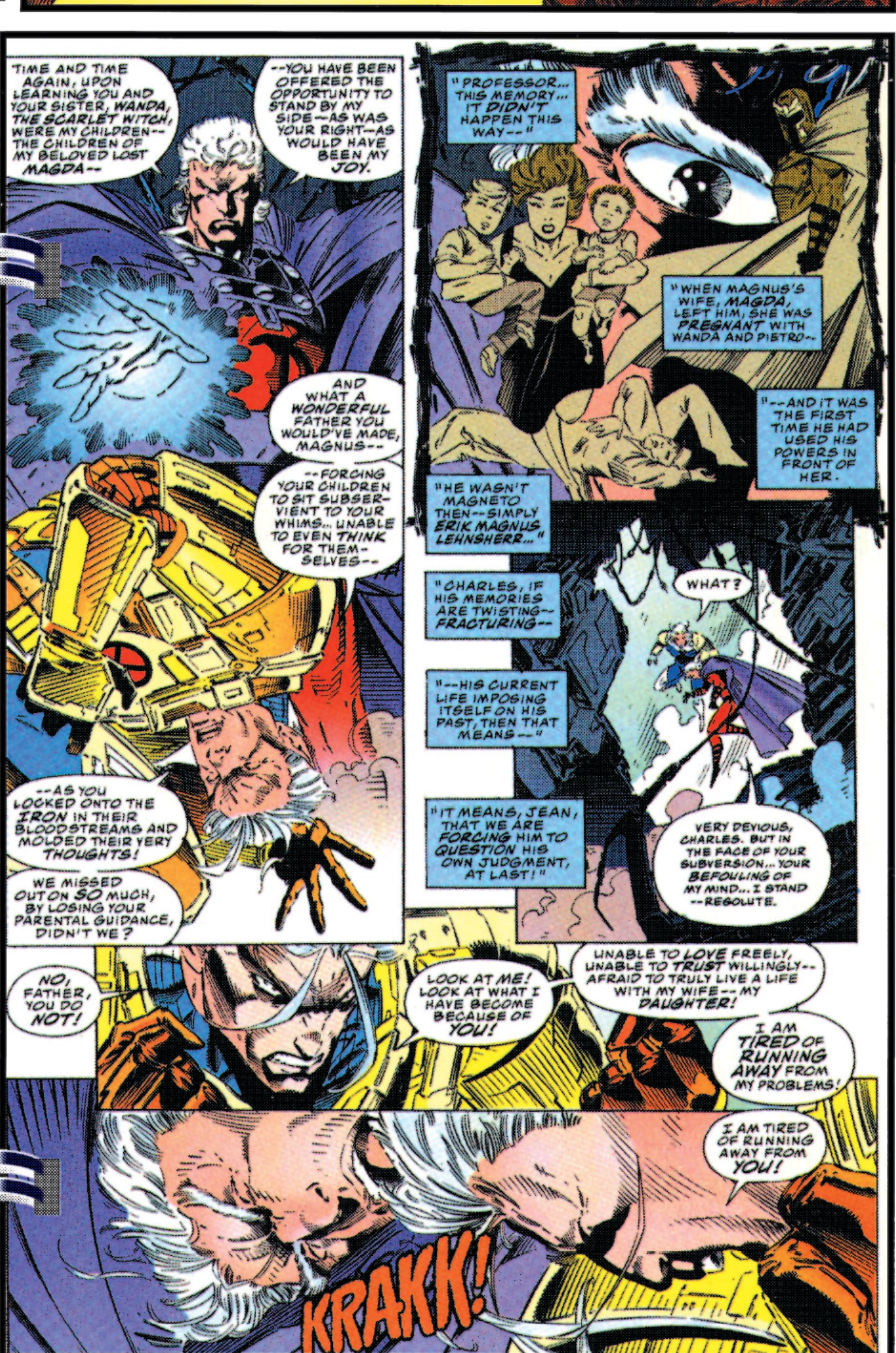
--SURE DON' MAKE YOU ANY BETTER THAN THEY WERE, HUH? MAKES YOU--

YOU SEE IT IN MY MIND, XAVIER! HOW CAN YOU ALLOW OUR RACE TO BE SYSTEMATICALLY ERADICATED BY HOMO SAPIENS--

--AS SO MANY INNOCENTS WERE BY THE NAZI BUTCHERS?!

SILENCE, X-MAN!!

AAAK--!!



TIME AND TIME AGAIN, UPON LEARNING YOU AND YOUR SISTER, WANDA, THE SCARLET WITCH, WERE MY CHILDREN-- THE CHILDREN OF MY BELOVED LOST MAGDA--

--YOU HAVE BEEN OFFERED THE OPPORTUNITY TO STAND BY MY SIDE--AS WAS YOUR RIGHT--AS WOULD HAVE BEEN MY JOY.

AND WHAT A WONDERFUL FATHER YOU WOULD'VE MADE, MAGNUS--

--FORCING YOUR CHILDREN TO SIT SUBSERVIENT TO YOUR WHIMS... UNABLE TO EVEN THINK FOR THEMSELVES--

--AS YOU LOOKED ONTO THE IRON IN THEIR BLOODSTREAMS AND MOLDED THEIR VERY THOUGHTS!

WE MISSED OUT SO MUCH, BY LOSING YOUR PARENTAL GUIDANCE, DIDN'T WE?

NO, FATHER, YOU DO NOT!

"PROFESSOR... THIS MEMORY... IT DIDN'T HAPPEN THIS WAY--"

"WHEN MAGNUS'S WIFE, MAGDA, LEFT HIM, SHE WAS PREGNANT WITH WANDA AND PIETRO--"

"--AND IT WAS THE FIRST TIME HE'D USED HIS POWERS IN FRONT OF HER."

"HE WASN'T MAGNETO THEN--SIMPLY ERIK MAGNUS LEHNSSHER--"

"CHARLES, IF HIS MEMORIES ARE TWISTING-- FRACTURING--"

"--HIS CURRENT LIFE IMPOSING ITSELF ON HIS PAST, THEN THAT MEANS--"

"IT MEANS, JEAN, THAT WE ARE FORCING HIM TO QUESTION HIS OWN JUDGMENT, AT LAST!"

VERY DEVIANT, CHARLES. BUT IN THE FACE OF YOUR SUBVERSION-- YOUR BEFOULING OF MY MIND... I STAND --REGULTE.

UNABLE TO LOVE FREELY, UNABLE TO TRUST WILLINGLY-- AFRAID TO TRULY LIVE A LIFE WITH MY WIFE-- MY DAUGHTER!

I AM TIRED OF RUNNING AWAY FROM MY PROBLEMS!

I AM TIRED OF RUNNING AWAY FROM YOU!

KRAKK!

PERHAPS I DID
WRONG BY YOU
AND YOUR SISTER,
PIETRO...

...BUT I
LOVED YOUR
MOTHER MORE
THAN LIFE
ITSELF.

AND I DO
NOT NEED YOU
TO BLAME ME
FOR THINGS I
SO FREELY
BLAME MYSELF!

BUT
CONSIDER THIS:
YOU HAVE DONE
EQUALLY WRONG
BY ME AS WELL,
MY SON!

BY
REJECTING
MY OFFER, YOU
REJECT MY
HOPES, MY
DREAMS--

--MY
CHANGE TO PASS
ALONG AN
INHERITANCE OF
MUTANT FREEDOM
ON TO YOU AND MY
DESCENDANTS!

AND SO,
AS PAINFUL
AS IT IS FOR
ME, YOU MUST
BE SACRIF-
ICED FOR THE
GOOD OF
OUR PEOPLE--

I CANNOT
ALLOW YOU
TO DO THAT,
PIETRO!

THERE IS TOO MUCH
AT STAKE FOR OUR
PEOPLE, TO ALLOW
THE SON OF THE OVER-
LORD TO REJECT
HIS PATH!

I CANNOT
HAVE MY ONLY SON
LEAVE THE PARADISE
I HOPE TO CREATE
HERE--

--TO SEE
HIM TRY AND
COMPROMISE
MY EFFORTS
ON EARTH
BELOW US!

I CANNOT
ALLOW YOU
TO BETRAY
ME, PIETRO--
TO BECOME
MY JUDAS--

SORRY,
MAGGIE--

--MY
SON MUST
BE SLAIN!

PRO-
FESSOR!
WHAT'S
HAPPENED
TO YOU?
LOOK AT
HIM! HE'S
BLEEDING--
BADLY!

HE'S
SURVIVED
WORSE.

IT'S IN OUR
POWER TO PUT
A PEACEFUL
END TO THIS
RIGHT
NOW!

WHAT MATTERS MOST
ARE THE CHOICES WE MAKE
ON HOW THAT POWER IS USED.
AND MAGNUS HAS MADE HIS
CHOICE ABUNDANTLY CLEAR.
ASK THE MEN ON THE LEN-
INGRAD, THE PEOPLE
WHO DIED TODAY.
ASK THEM ALL.

POWER IS
NOTHING, JEAN.
YOU HAVE IT. I
HAVE IT.

A PEACEFUL
SOLUTION WAS
LOST TO US LONG,
LONG AGO. WE
MUST ENTER HIS
MIND AGAIN--
QUICKLY,
BEFORE--

NO MORE,
LOGAN. FOOLISH,
FOOLISH MAN.

IT
ENDS FOR
US BOTH
NOW.

OUR LONG
ASSOCIATION,
MY MOST VISCERAL
ENEMY, MY MOST
RESPECTED FOE--

--IS
OVER!

MAGNETIC FIRE
COURSES THROUGH
WOLVERINE'S
BODY.

AND IT BEGINS
WITH A SMALL TUG--

--AN ALMOST
GENTLE
PULL--

--A
HARDER
YANK--

WHAT
TH--?!

--THEN A
WRENCHING
TEAR--

FLIGHT!

--THAT JUST
AIN'T GONNA
HAPPEN!

WOLVERINE--?!
NO!

"JEAN, YOU
MUST SEIZE
ON THIS-- IT
IS THE KEY!--

"--MAGNUS'S
FEELING THAT
HIS CHILDREN
ALWAYS BETRAY
HIM, ALWAYS
FAIL HIM--

"FROM PIETRO
AND WANDA
DOWN TO
FABIAN
CORTEZ, WHO GATH-
ERED THE
ACOLYTES
OF
MAGNETO--

"--ONLY TO USE THEM
IN HIS GRANDER
SCHEME TO BETRAY
MAGNETO AND
KILL HIM!"

HESITATIN'
AGAIN, MAGS?

ahh

OH, LOGAN,
LOGAN,

YOU HAVE--
DONE
THIS--?

THE GAME'S
OVER, BUB. ANY
MAN WHO'D TRY
AN' KILL HIS OWN
SON DESERVES
NO LESS.

DON'T LOOK
SO SURPRISED.
AFTER ALL,
AIN'T IT WHAT
YOU WOULD
DO?

LOGAN
--NO!

I NEED YOU,
JEAN--MY CONTROL
OVER THIS ARMOR
IS TAKING ME
GREATLY!

NOW--
WHILE
HE IS
GRAVELY
INJURED--

--IS
OUR BEST
HOPE OF
PIERCING
THE FINAL
BARRIERS
IN MAGNETO'S
MIND!

'CAUSE
HERE'S WHERE
I SHOW YOU
HOW WELL I
LEARNED OUR
LITTLE
DANCE!

JEAN--YOU'VE
SEVERED THE
MIND-PROBE!

LOGAN--?
OH, LORD--
LOGAN!

NO! MAGNUS--
FOR THE LOVE OF
GOD-- DON'T DO
THIS--

"NOW, PLAY THE
INSOLENT; NOW,
PLUNDER THE GOD'S
PRIVILEGES AND
GIVE THEM TO
CREATURES OF
A DAY.

"WHAT DROP OF
YOUR SUFFERINGS
CAN MORTALS
SPARE YOU?"

WE ARE ALL
BUT BIT PLAYERS
IN A TRAGEDY
FAR LARGER THAN
ANY OF US--

...A
TRAGEDY
CALLED
LIFE,
LOGAN.

BUT
TODAY,
FOR YOU,
PERHAPS
FOR ME--

--THE
CURTAIN
FALLS--

...AND
THE PLAY IS
FINISHED!

WOLVERINE DOESN'T
SCREAM. INDEED,
HE DOESN'T EVEN
HAVE TIME, AS THE
ADAMANTIUM WHICH
LONG AGO WAS
BONDED TO HIS
VERY BONES--

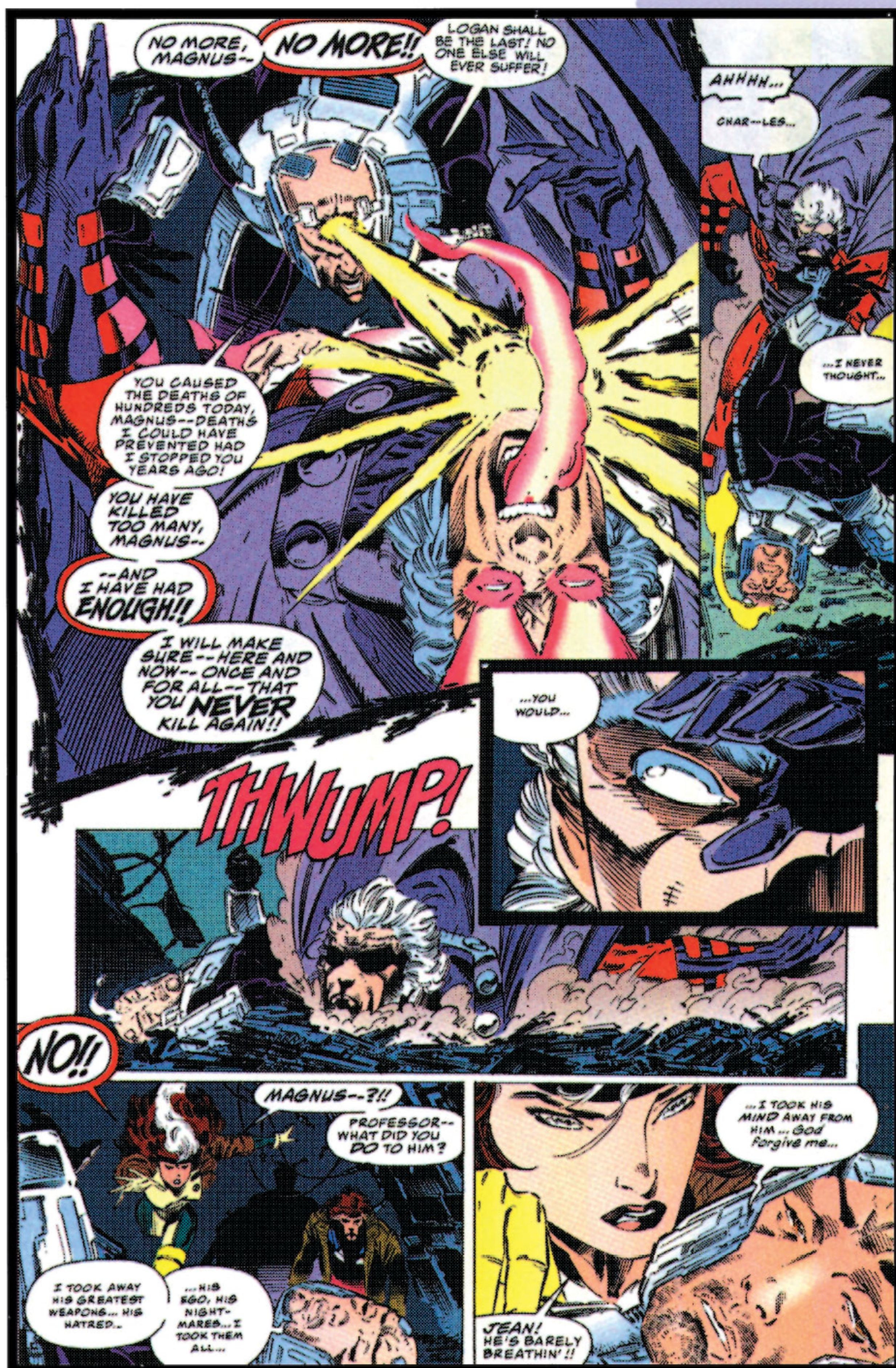
--IS DESTABILIZED
ON A MOLECULAR
LEVEL, RIPPED
FROM ITS MOORINGS,
AND FORCED THROUGH
HIS OPEN WOUNDS--

--ERUPTING
OUTWARD LIKE
WATER BURST-
ING THROUGH
A DAM!

AS HE FALLS, THE
STILLNESS OF PURE
HORROR SURROUNDS
THE KILLING
GROUND--

--BROKEN ONLY BY THE
VOICE OF ONE PERSON
WHO HAS, SINCE THE
DAY SHE FIRST MET HIM,
AND PERHAPS ALWAYS
WILL--

--LOVE
HIM--



There was a reason why Xavier had never dared to violate the sanctity of Magneto's mind.

All the anger and frustration, the shattered lives and broken dreams, the abandoned hope and forgotten promises of a better world...all those emotions which Magneto had carried in his mind...they all had to go somewhere once they were stripped from the vessel that was Erik Lehnsherr.

To the ultimate regret of every living being on Earth, the place where a lifetime of rage came to reside was in the heart and soul of Professor Charles Xavier himself.

Though he was unaware of it at the time, the emotional maelstrom was festering, fermenting...growing deep within the center of the most powerful mutant mind on the face of the planet.

During his waking hours, Xavier was capable of keeping his inner demons at bay. But at night, he would find himself plagued by the images of his former friend.

Slowly, the influence of Magneto took hold of Xavier's unconscious mind—freeing an inner voice of passion which seemed to run contrary to the colder, sharper inflections inherent in the Professor's usual mental timbre.





HAD YOU ASKED ME LAST WEEK, I WOULD HAVE INSISTED WE WERE AS DIFFERENT AS NIGHT AND DAY.

THAT WAS BEFORE...?

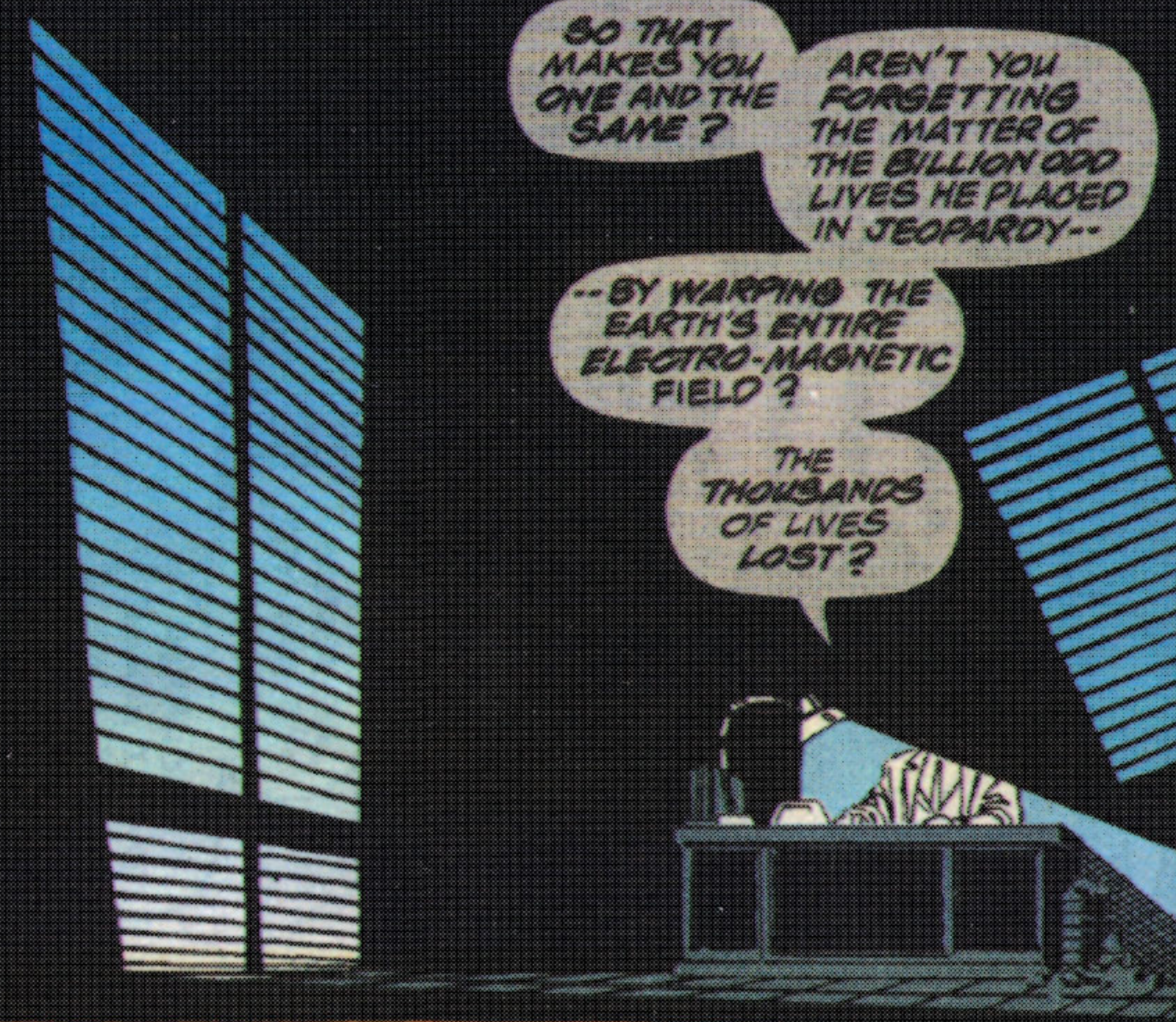
BEFORE I TURNED OFF HIS MIND. YES.

BEFORE I REACHED INTO HIS SOUL AND SHUT DOWN NOT ONLY HIS POWER...

... BUT EVERY THOUGHT, HOPE, AND DREAM HE'D EVER POSSESSED

HE SAVED MY LIFE, AND IN RETURN--

-- I DENIED HIM HIS.



SO THAT MAKES YOU ONE AND THE SAME?

AREN'T YOU FORGETTING THE MATTER OF THE BILLION ODD LIVES HE PLACED IN JEOPARDY--

--BY WARPING THE EARTH'S ENTIRE ELECTRO-MAGNETIC FIELD?

THE THOUSANDS OF LIVES LOST?



WHAT HE DID TO LOGAN?

THE PAIN YOU'RE FEELING NOW IS OVER A DECISION HE TOOK OUT OF YOUR HANDS.

DO YOU HONESTLY BELIEVE--

--IF THE SITUATION WERE REVERSED--

-- HE WOULD SPEND EVEN AN INSTANT WORRYING OVER YOUR FATE?



YOU'RE SAYING, THEN... MY GUILT...

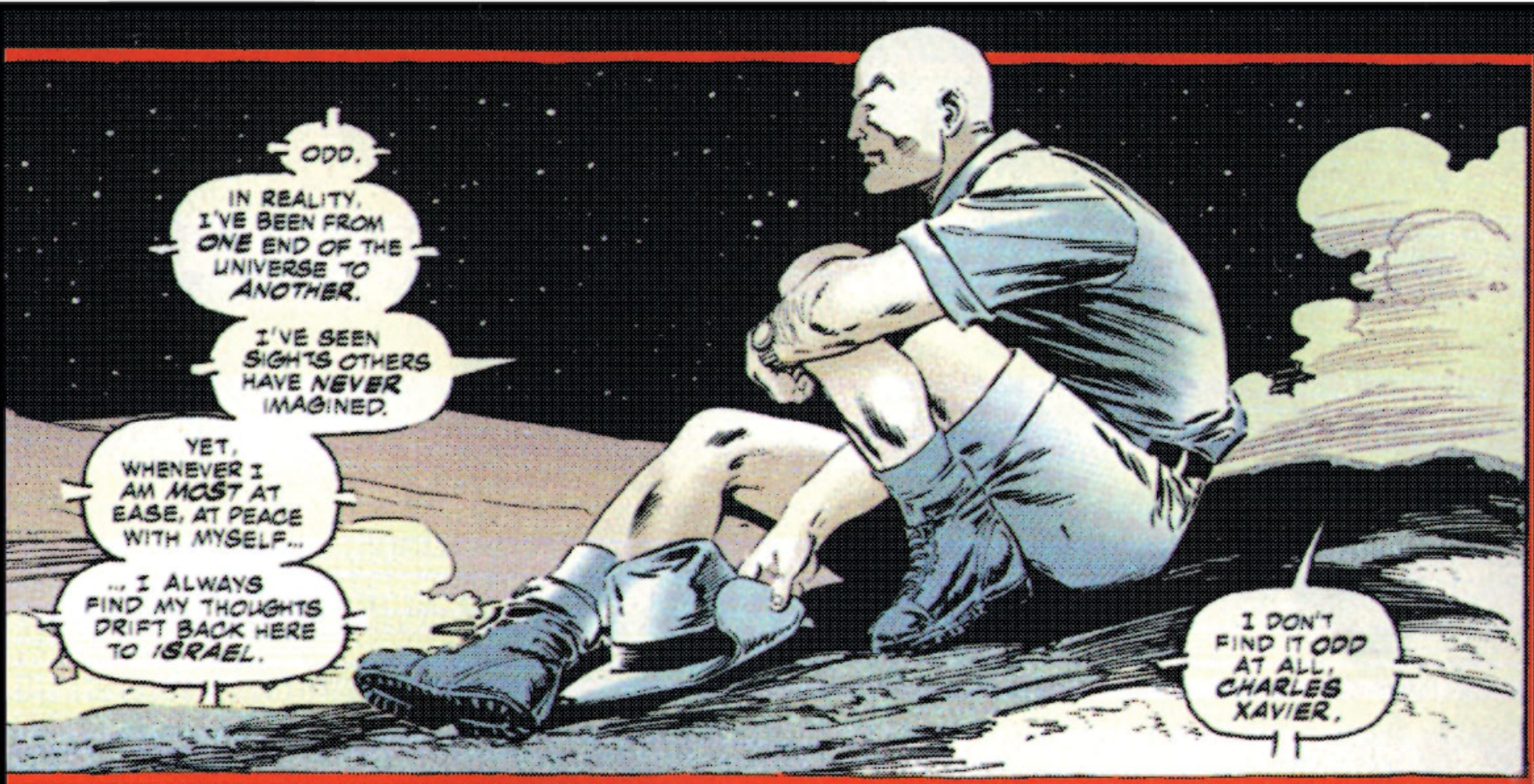
... IS ALL THAT SEPARATES US?



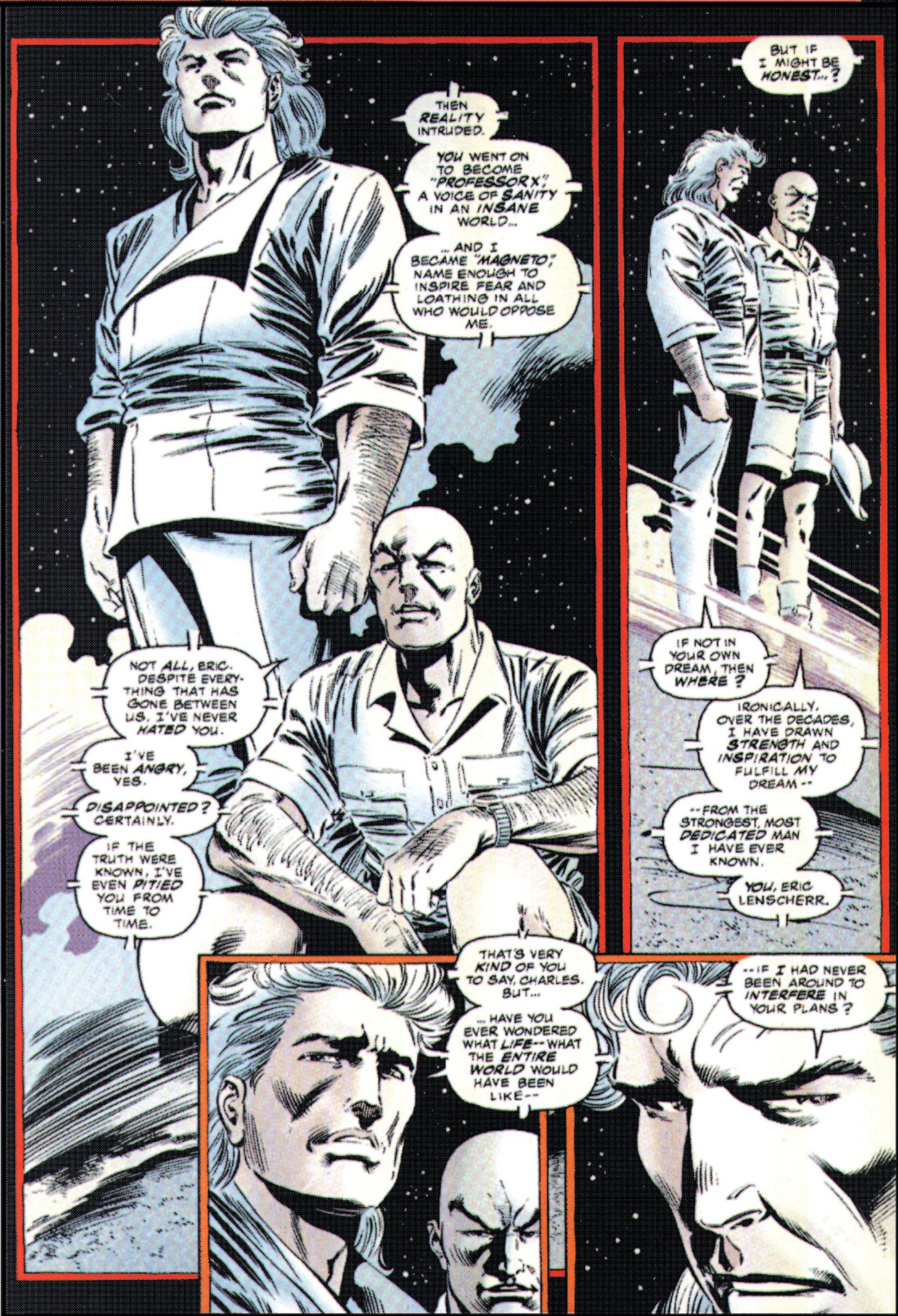
IT IS ONLY ONE OF THE THINGS THAT SEPARATES US, CHARLES.

BUT IT IS CERTAINLY A GOOD PLACE TO START.

Over time, the line between Magneto and Xavier's way of thinking would grow progressively thinner—while the threat that was Onslaught grew ominously stronger.

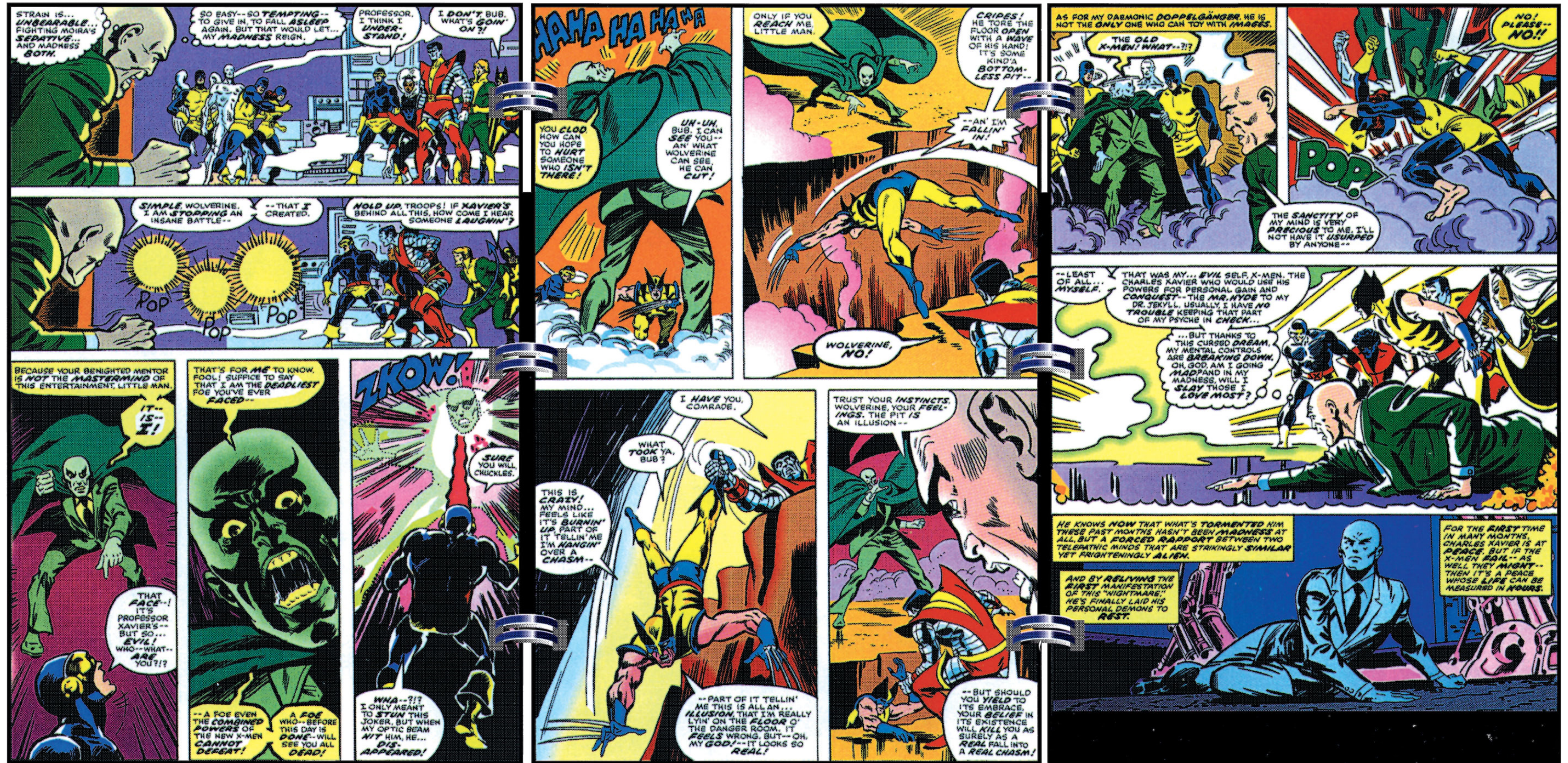


Was this simply a dream... or was it, perhaps, the influence of another's presence within the recesses of Xavier's mind?



Xavier was neither so naive nor presumptuous as to believe he was without his own mental conflicts which needed to be addressed.

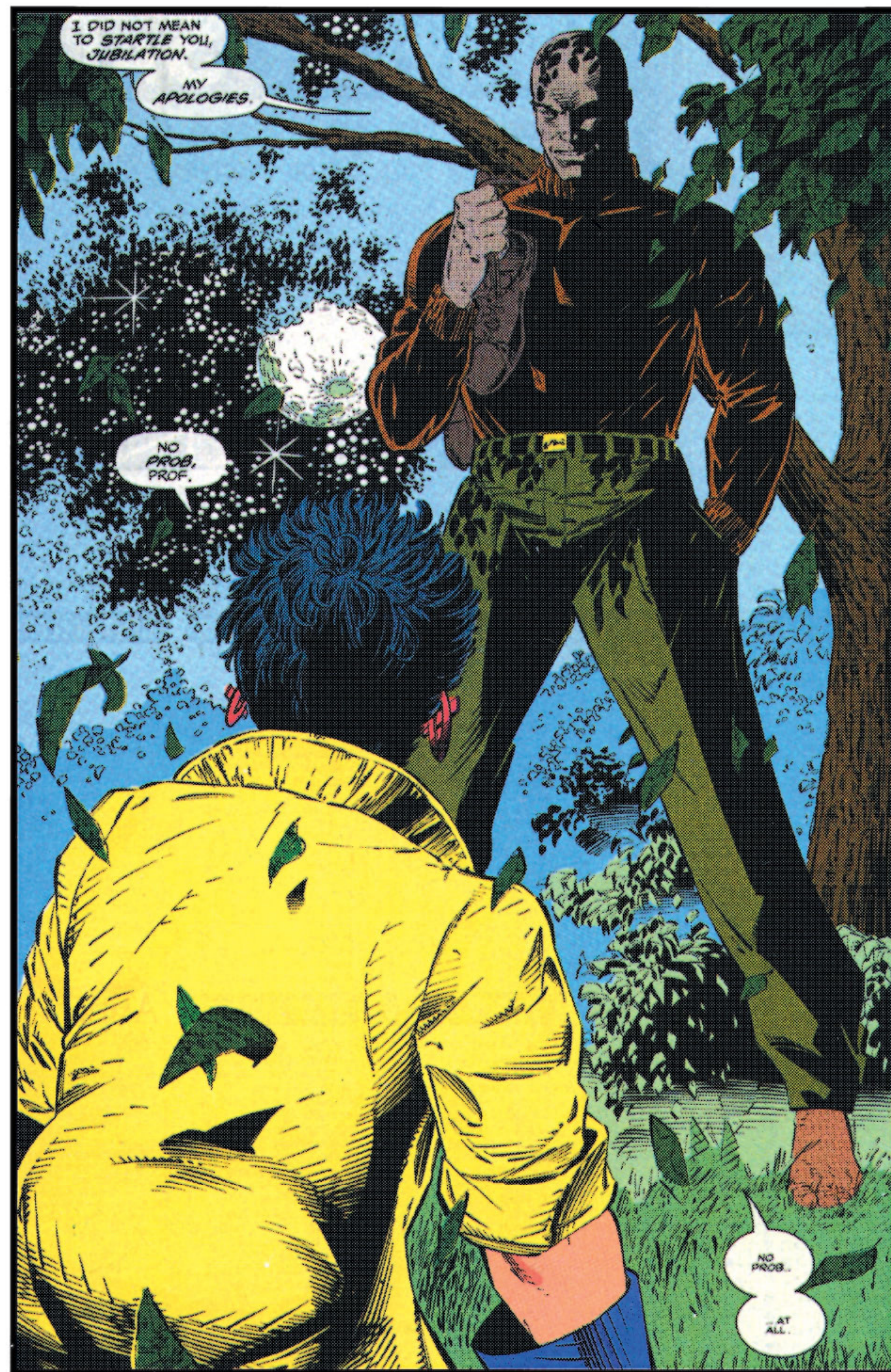
Years ago, in one of his earliest encounters with Lilandra of the alien Shi'ar race, it was made clear to him through his own actions that it was not enough to merely suppress his anger and frustration. He needed to face his own fears head-on, lest they consume him.



That was years ago.

This time, of course, was different.

This time...he was not alone.



The Professor did, however, partially fulfill his need through the "birth" of his X-Men...a family in their own right.

Xavier had lost the use of his legs, yet his mutant ability allowed him to travel the world—to soar to heights uncharted and to dive deep into the minds of his fellow man. Although he was a man who could not walk, there was no place he could not go.

Let other people be stymied by the way the world is, Xavier had always been able to see the world for what it could be...until now.

Up until now, balance had always kept Xavier centered.

He had long ago forsaken any hope for a family; such was his dedication to the task at hand.

The very strength of Xavier's faith lies in his conviction to question that faith. In the past, the answers to those questions added further to the infrastructure of a dream.

That changed with the introduction of the essence of Magneto into the mind of Professor X.

Every failure seemed a tragedy. Every setback became an irreparable disaster. Every doubt seemed an admission of defeat.

Though he reached out to the students who had become his comrades—to the charges who had become his friends—there was more lurking within his heart and mind than even Xavier could know.



Even more of a turning point for Xavier than the advent of the Legacy Virus, or the acceptance that Sabretooth was indeed beyond redemption, was the death of the young mutant named Dennis Hogan.

HE'S BEEN RUNNING STRAIGHT OUT FOR NEARLY THREE MILES.

HE'S EXHAUSTED.

WHUMP

ORRHH!

MAYBE A LITTLE DEFEATED.

SO WHAT'S IT GONNA BE, DENNIS?

KEEP RUNNING... HOPE THE XAVIER INSTITUTE IS SOMEHOW CONNECTED TO THE X-MEN...?

OR JUST LIE DOWN ON THE TRACKS?

FINALLY... STOP RUNNING?

NO!

I'M NOT GOING TO LAY DOWN AND DIE!

I DESERVE A CHANCE TO LIVE MY LIFE --

-- AND I'M NOT GOING TO GIVE IT UP FOR ANYONE!

WHY CAN'T I JUST BE LEFT ALONE?!

LEAVE YOU ALONE? WHY WOULD YOU WANT THAT?

FACT -- YOU RAN OUT OF THE BAR SO QUICKLY, WE THOUGHT MAYBE SOMETHING WAS WRONG WITH YOU.

IS SOMETHING WRONG WITH YOU?

P-PLEASE...

GUYS, HE LOOKS KIND OF SCARED. MAYBE --

WHY DO YOU SUPPOSE HE'D BE SCARED? I MEAN, WE WERE JUST TALKING ABOUT MUTANTS.

IS THAT WHY YOU WERE SCARED... MUTIE?

P-PLEASE... I'VE COME A LONG WAY TO GET A-HELP. DON'T STOP ME WHEN I'VE GOTTEN THIS CLOSE...

OH, YOU WANT "HELP"? YOU SHOULD HAVE JUST ASKED, MUTIE.

WE'D LOVE TO HELP YOU, WOULDN'T WE, GUYS?

YEAH, MANNY, WE'D LOVE TO.

I'M CURIOUS. I MEAN, MUTANTS ARE SUPPOSED TO BE REAL POWERFUL, RIGHT? SO TELL ME --

-- HOW POWERFUL DO YOU FEEL RIGHT NOW?

DON'T GET TOO CLOSE, AMY -- YOU DON'T KNOW WHAT KIND OF MUTANT IT IS!

L-LOOK AT ITS FACE!

DON'T WANT... --TO HURT...

...ANYBODY!

DENNIS ALWAYS CONTROLLED

TRANSFORMATIONS BY...BEING...CALM.

THE FREAK IS FREAKING OUT! SOMEBODY DO SOMETHING!

GO AWAY 'N' LEAVE DEN. LEAVE ME!

WOK

SORRY, PAL.

ROCK!!

IT BEGINS WITH THE FIRST DRAWING OF BLOOD.

THAT AMY IS FINE, DOESN'T MATTER.

THAT DENNIS HAS DONE NOTHING IS OF NO CONSEQUENCE.

ALL THAT MATTERS IS THAT FIVE YOUTHS HAVE ENCOUNTERED SOMETHING DIFFERENT FROM THEMSELVES.

THEY MUST DESTROY IT.

EVEN IF THAT "IT" IS ANOTHER LIVING HUMAN BEING.

THE MANSION...

CHARLES, ARE YOU FEELING ANY BETTER?

FOR THE MOMENT, YES, BUT, STORM --

-- ORORO, I CAN'T SHED THIS SENSE OF DREAD...

...THAT SOMETHING IS ABOUT TO --

DEAR GOD, NO...

PROFESSOR, WHAT IS --?!

QUICKLY, STORM -- WE ARE NEEDED SEVERAL MILES DUE NORTH OF HERE --

Now

DESPITE THE PSIONIC INTERFERENCE... I AM SENSING A YOUNG MUTANT IN DISTRESS...

...NOT FAR FROM HERE...

...CAN'T PINPOINT... HIS LOCATION.

PERHAPS YOU SHOULD STAY HERE, CO-ORDINATE FROM --

THERE'S NO TIME! I'LL... TRY TO PSIONICALLY CONTACT THE REST OF THE X-MEN.

LOGAN, THERE IS A MATTER THAT REQUIRES YOUR IMMEDIATE ASSISTANCE...!

ELSEWHERE...

GO ON, HIT IT AGAIN!

WATCH OUT FOR ITS CLAWS!

DON'T LET IT TOUCH YOU!

ANYTHING YET, PROFESSOR?

STILL CAN'T PIERCE... THIS PSIONIC INTERFERENCE...

I KNOW HE'S DOWN BELOW... SOMEWHERE!

I CAN FEEL HIS FEAR... HIS PAIN!

I WILL NOT LET HIM DIE... NOT ALONE.

CHARLES?!

WOUNGH

WOUNGH

CHARLES XAVIER IS BEYOND ANSWERING. HE HAS GONE WHERE HE'S ALWAYS GONE... WHERE HE IS NEEDED.

BY THE GODDESS, HIS MIND HAS LEFT HIS BODY!

DESPITE THE PAIN, HE MUST BE REACHING OUT TO THE YOUNG MUTANT. AND WHATEVER TORMENT THAT PERSON IS EXPERIENCING...

... CHARLES IS NOW SHARING IT!

FROM SEVERAL MILES AWAY --

... THE PSIONIC CONNECTION IS MADE.

HE CAN HEAR THEIR SPITS AND CURSES...

XAVIER FEELS EVERY BROKEN RIB.

... CAN BARELY MAKE OUT THE HATE-TWISTED FACES FROM BENEATH A VEIL OF BLOOD.

THE POUNDING OF FLESH RINGS LOUDER THAN THE THUNDER.

HE CAN SEE LIFE POURING FREELY FROM THE OPEN WOUNDS --

... MIXING WITH THE MUD AT THEIR FEET.

WHEN THE FINAL BLOW COMES --

... IT IS NOT THE HARD WOOD UPON BONE HE FEELS...

... ODDLY ENOUGH... IN THE END...

... THERE IS NOTHING.

NOOOOOO!

I CAN'T BE TOO LATE -- I CAN'T!

WHEN DOES IT END, GOD?

... WHEN DOES IT END?

HEY LOOK, IT'S BLEEDING...

... ALMOST LIKE A REAL HUMAN.

NOT ANY MORE IT'S NOT.

GUYS... I THINK WE KILLED IT.

EVEN WERE HIS PSIONIC POWERS AT THEIR PRIME --

HE WOULD HAVE BEEN TOO LATE TO STOP THEM.

Y-YOU THINK WE'LL GET INTO TROUBLE FOR THIS?

TROUBLE?

FOR KILLING A MUTANT?

WINTER

WE'LL PROBABLY GET A MEDAL!

VRRMM

SEEMINGLY AN ETERNITY LATER...

I'VE TRACKED THE PROFESSOR'S ASTRAL FORM HERE, WARREN.

HE MUSTA BEEN HERE DURING THE ATTACK, UNABLE TO DO ANYTHING!

MUSTA BROKE CHUCK'S HEART.

MORE THAN YOU KNOW, LOGAN --

MORE THAN I CAN SAY.

DENNIS...?

YOU'RE... YOU'RE... X-MEN? KNEW TO BE...

SAFE... SINCE I FOUND YOU. KNEW YOU'D... HELP ME...

PROFESSOR, IS THE BOY --?

DEAD? YES, BISHOP.

KILLED BY... KILLED BY FEAR. BY HATE. KILLED BY PEOPLE WHO THINK HUMAN LIFE IS CHEAP IF IT HAPPENS TO LOOK DIFFERENT.

EARLIER YOU ASKED ME IF YOU'D BEEN DISHONEST IN OFFERING OTHERS THE "CHANCE FOR A BETTER WORLD."

REST EASY, SON.

REST EASY.

... HELP...



Dennis Hogan, feared and hated for the monstrous appearance he took due to his mutant condition, had traveled halfway across America in a desperate bid for help—help from the legendary X-Men.

Help which, sadly, never came.

Intellectually, Xavier understood he and his former students were only “human”—that it was impossible to save everyone.

Emotionally, however, he was devastated. He believed this young man's blood was on his hands. As difficult as the current situation was, it is possible Xavier would still have been able to control the psionic creature that was incubating within him...if not for...

...the coming of the X-Man...

It was about this time that young Nate Grey fell to Earth; a refugee from another reality—where the Genetic Warlord known as Apocalypse had ultimately destroyed the very world he had sought to rule—Nate was a mutant of seemingly unchartable potential.



In studying the creature that is Onslaught one must ask why he made his presence known?

And, of course, there is an answer to be found.





During a battle that should never have come to pass between Xavier and Nate, X-Man did the heretofore impossible and yanked Xavier's essence out of the psionic plane and into our everyday reality.

What he also did—though no one could have known it at the time—was provide the creature named Onslaught a physical body and the opportunity to enter our world...

The evil that had been growing within Charles Xavier was now free.





Onslaught began covertly testing the Professor's former students through the use of powerful henchmen, like POST.





Who is Onslaught?

Onslaught is an entity initially created in X-Men #25 when Professor Xavier "mind-wiped" his one-time best friend Magneto.

Over a period of several months (exacerbated by the spreading of the Legacy Virus, his "failure" with Sabretooth, and the death of the young mutant in X-MEN PRIME), Xavier's kinder and gentler personality started to give way to the onslaught of Magneto's megalomania.

NOTE: In its earliest manifestations, ONSLAUGHT manifested

himself in terms of pure rage...as witnessed by his first open assault on Juggernaut in UNCANNY X-MEN #322.

He has since matured and developed with each manifestation.

Xavier's Goals + Magneto's Methods = ONSLAUGHT

Kind and gentle man believes in a world of peaceful coexistence.

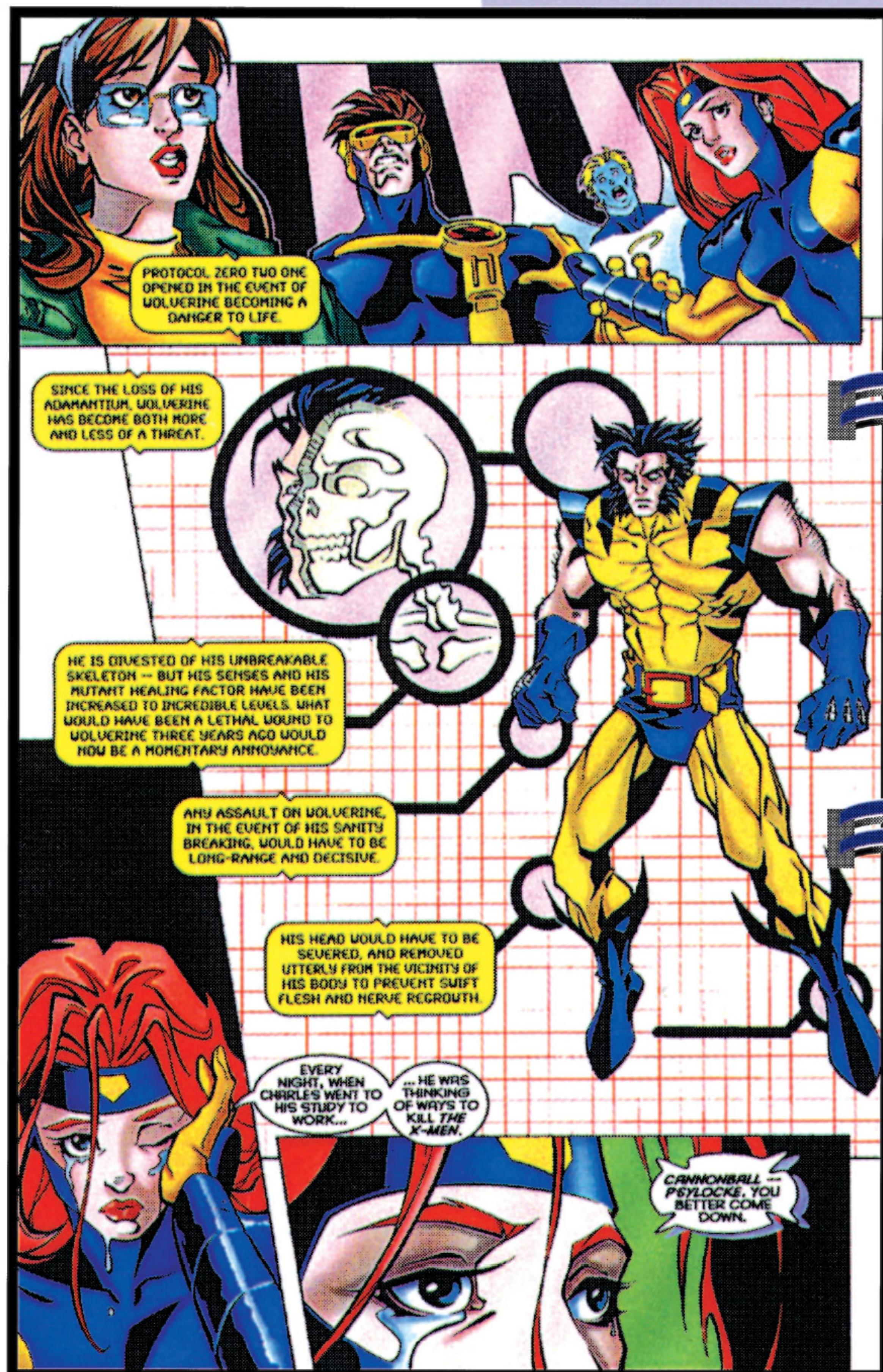
Emotionally scarred megalomaniac believes it is up to him to rule/save everyone... by any means necessary.

All-powerful omnipath determined to rule/save the world... by any means necessary.



The Xavier Protocols. The files were created by Professor Xavier for the sole purpose of releasing pertinent information to key personnel regarding the destruction of any mutant, including himself, who had become a catastrophic threat.

It is disturbing to think that the man who by day was responsible for their training...often their very lives, was also the man who had charted their weaknesses, inventoried their faults and recorded their Achilles heels.



As painful as this must have been for Xavier, he knew through his own experiences that within each of us is the capacity to do great things...as well as great harm.





What Is Onslaught's Goal?

A hypertrophic version of XAVIER's dream of peaceful co-existence between all races, ONSLAUGHT (arguably the world's most powerful telepath) intends to create a world free of independent thought by bonding all of humanity* into a single Collective Intelligence!

While there might be people who would argue that humanity has been given a fair chance to get its act together, the threat of ONSLAUGHT goes much MUCH deeper than the profound loss of mental freedom.

There is a reason why XAVIER never took the easy way out by using his mind to help create a Collective Intelligence. That is because...

ie. humans & mutants

i.e.,

...it's not possible.

ONSLAUGHT MADE EASY/3
(Onslaught's goal con't...)

That is, the human mind is a fragile and complicated thing...it is not capable of joining into a Collective Intelligence! If all minds on the planet were psionically joined together by a single intelligence, each human mind would be completely overwhelmed by this psionic onslaught. (It would be the equivalent of throwing a twig into a river! It would be like all the organic material that is in an orange trying to squeeze itself into the skin of a grape...again, it is not possible. The human mind doesn't work that way.)

While XAVIER long ago acknowledged the impossibility of it all (not to mention the undesirability and all the moral ramifications if it were possible), ONSLAUGHT is megalomaniacal enough to believe HE (with the proper precautions) is capable of uniting all human minds into a Collective Intelligence. He believes his will is strong enough to sort of hold everyone in the cradle of his mind.

But he is wrong.

And that's what makes him the most dangerous threat the world has ever faced.

Unlike other previous super-villain's motivations (like MAGNETO's goal of world dominion of mutants over humans, or SINISTER's humanity-be-damned-in-the-name-of-science, or APOCALYPSE's survival-of-the-fittest), if ONSLAUGHT succeeds, it means the END OF EVERYTHING.

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What Is Onslaught's Goal?

A hypertrophic version of XAVIER's dream of peaceful existence between all races, ONSLAUGHT is the world's most powerful mutant, free of inhibitions.

ONSLAUGHT MADE EASY/4 (Onslaught's goal continued)

That is, if all humanity is linked into a Collective Intelligence, despite ONSLAUGHT's best efforts and megalomaniacal claims to the contrary, there will NOT BE a sort of XAVIERian Utopia. Just the opposite. There will be no thought whatsoever. Every human AND mutant mind on the entire planet will be overwhelmed by this psionic onslaught.

There will be no winners...

...no survivors...

...no chance for the classical "small band of freedom fighters to overthrow a tyrannical despot".

There will be no smoking battlefield where an APOCALYPSE or a DR. DOOM or a SINISTER or a MAGNETO might stake a claim of leadership over a world in turmoil.

No, if ONSLAUGHT succeeds in his stated arrogant-yet-somehow-benevolent goal of creating a Collective Intelligence...it will ultimately mean not only the end of independent thought...but the end of ALL THOUGHT whatsoever, as well as the potential for ANY thought at all.

(This fact is not lost on even the most self-assured super-villains of the world...more on that later.)

...villain's motivations (like SINISTER's humanity-be-damned-in-the-name-of-science, or APOCALYPSE's survival-of-the-fittest), if ONSLAUGHT succeeds, it means the END OF EVERYTHING.

How Does Onslaught Intend To Accomplish His Stated Goal of Creating A Collective Intelligence?

1] "Recruit" and ultimately unite two of the most powerful mutant minds on the planet. The easily manipulated child, FRANKLIN RICHARDS...and the pure, primal, untrained psionic energy that rages nearly unchecked through the mind of NATE GREY, X-MAN.

2] Make his intentions known to the planet earth. That is, "Very shortly, I will be in charge of all your thinking. Do not fear me, for I will be a kind and gentle shepherd to a frightened and confused flock." Why be so blatant about it?

Shrewd manipulator that he is, ONSLAUGHT realizes that if he lets the world know he is out there--like a shark circling in the water--that it will increase feelings of anxiety and paranoia and fear and hopelessness...all these emotions and the resultant mass hysteria will [a] help raise the level of psionic activity to a fevered pitch and allow him more energy to wield, and [b] it will have the added benefit of preparing the weaker minds to be assimilated--this is the psionic equivalent of swabbing alcohol on the skin prior to the injection.

3] Release an army of Sentinels upon the streets of Manhattan. Why--to bully the masses? So that SENTINELS are on hand to pull the heroes off of ONSLAUGHT's back during the final moments?

While ONSLAUGHT would be happy to have you believe he simply wants to use SENTINELS to contain the frightened masses...his motivation is much more devious.

Similarly, in his progressively aggressive state, ONSLAUGHT doesn't believe he has anything to fear from the insignificant "heroes" of the world.

No, like EVERYTHING he does, ONSLAUGHT has a more devious plan in mind. (After all, one of the most frightening aspects of a psionic omnipotent villain is the fact that you can't trust what you normally think. It is the art of distraction, the art of hiding in plain sight as it were.)

For the past several months, ONSLAUGHT has been raiding Sentinel Processing Plants* and awaying with Sentinel researchers. Why? Well, the rest of the Marvel Universe will take a while to learn this... but it is because ALL SENTINELS are equipped with the ability to cancel out psionic energy in their mutant targets. So, with a little manipulation of the psionic technology within, ONSLAUGHT can create the opposite effect...

Rather than cancel psionic energy, the technological wonders that are SENTINELS are capable of containing psionic energy (ie, the fear and panic of an entire city of millions), channeling it, redirecting it to a single source... ONSLAUGHT.

Again, it will take a while for the heroes to see past the obvious "SENTINELS terrorize Manhattan" ploy.

* see X-Men #46 and recent X Force issues.

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ONSLAUGHT MADE EASY/7
(Onslaught's agenda)

4] It is not enough to simply have psionic energy, even vast amounts of it...ONSLAUGHT needs the means to bind all minds together. (Similarly, it is not enough to have all the water you want, if you're going to put out a fire you need a bucket or a hose or some means to use what you have [water/psionic energy] to achieve your goal [put out the fire/create Collective Intelligence].)

In UNCANNY #332, XAVIER learned of the existence of Landau, Luckman and Lake and the proliferation of pan-dimensional portals woven throughout the planet! If ONSLAUGHT can tap into that, he can spread his own thoughts throughout the entire planet with a single thought.

To answer the unspoken question "Why is ONSLAUGHT concentrating on Manhattan?" it is because this is where the Mother of All of these doorways exist...smack dab in the HEART of New York City...

...in the heretofore unseen GRAND CHAMBRE of the MORLOCK TUNNELS! (Wow, the resolution of the traitor story line and the origin of the Morlock Tunnels--this is turning into one hell of a story befitting of the subtitle "The Greatest X-Men Story Ever told!")

Located beneath the entire length of Central Park, at some point ONSLAUGHT is going to need to expose (i.e., rip the face off of) Central Park to reveal this horrific bubbling "cauldron" of energy that he intends to wield.

How does he intend to wield that energy...?

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ONSLAUGHT MADE EASY/8
(Onslaught's agenda)

5] By using GATEWAY.

This story will ultimately reveal/hint at GATEWAY's origin. We'll discover over the years he has taken great interest in all psionically powered mutants (XAVIER, M, CHAMBER to name a few) because he knew that they among any others were capable of wielding the ambient energy capable of inadvertently destroying the world. But, because he serves the energy itself...he serves the one who wields that energy! (...not unlike the Watchers who disclaim any moral obligation to help avert disasters, or GALACTUS who sees his acts as nothing more than sustenance.)

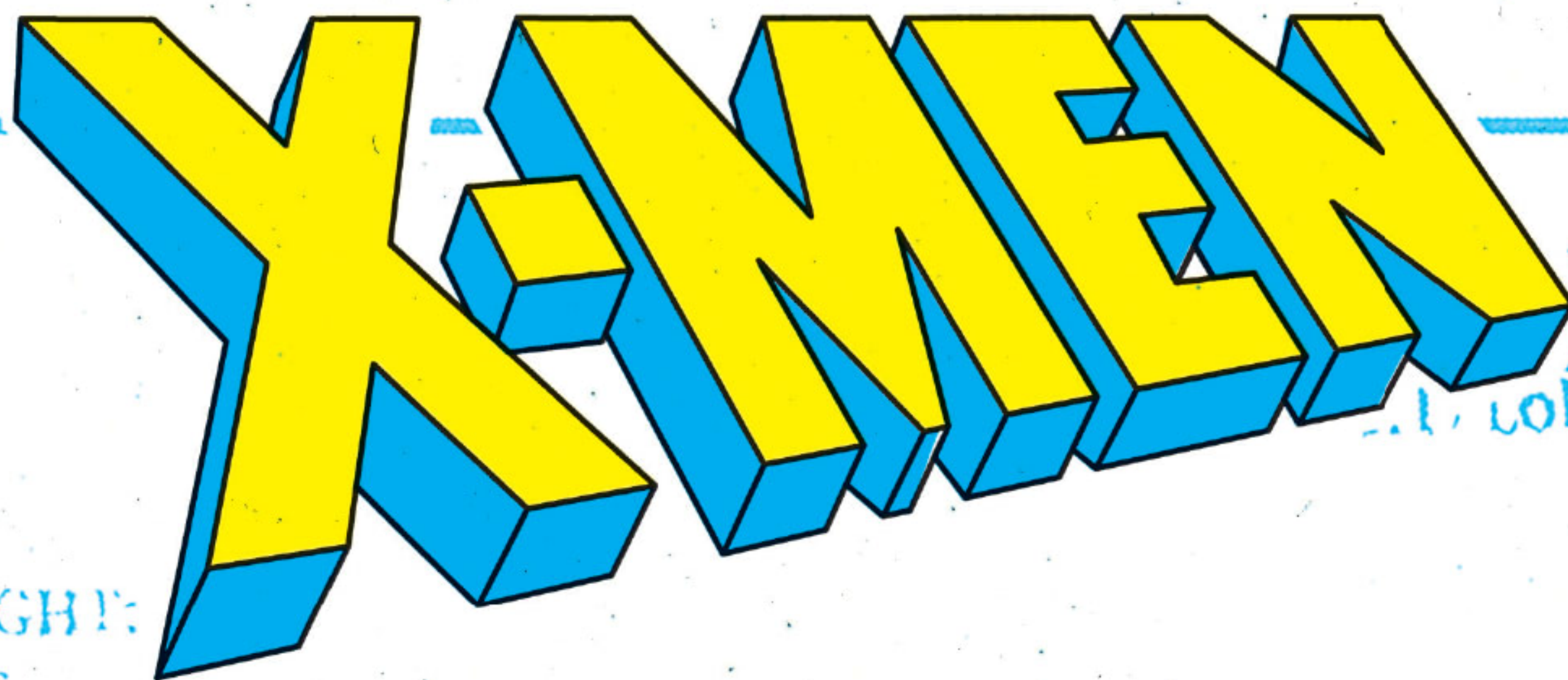
To recap Onslaught's Agenda:

- 1] "Recruit" FRANKLIN and X-MAN.
- 2] State his intentions to the world.
- 3] Release the Sentinels on Manhattan.
- 4] Expose the core of ambient, world wide energy which exists in the Morlock Chamber beneath Central Park.
- 5] Use GATEWAY to disseminate his hyper-psionic energy throughout the world using the pre-existing Landau, Luckman and Lake energy portals.

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Lobdell-Wald

ONSLAUGHT:

48 Pages

Written by Scott Lobdell & Mark Waid

Illustrated by Adam & Andy Kubert

At long last, the first

THE ROAD TO ONSLAUGHT

PAGE ONE

(FULL-PAGE SPLASH) NOTE TO ADAM: Please use UNCANNY X-MEN #287 as REFERENCE for the next three pages.

Alternating, I assume, between the TAPE itself, and JEAN actually making the tape. This first shot is a straightfoward shot of JEAN looking directly at the us as she says... 'Alex? Kurt? Sean? Cable... Anyone?'

Scott Lobdell & Mark Waid

PAGE TWO

ONSLAUGHT DEVELOPMENT

A series of panels on her as she gets across the following information:

"I don't even know if this transmission is being recieved. If any one of you is recieving this, we need to be aware of what is happening at

Brandon Peterson, Terry Austin, John Byrne, Jan Duursema, Dan Panosian, Ron Garney, Dan Green, Andy Kubert, Matt Ryan, John Romita, Jr., Steve Epting, Dave Cockrum, Joe Madureira, Tim Townsend, Brian Hitch, Val Semeiks, Bud LaRosa, Casey Jones, Tom Simmons, Adam Kubert

sounds Professor Xavier has gone insane. As near as I can tell, Juggernaut was the first to die.

FEATURED ARTISTS

PAGE THREE

"I'm the only one left who can make this message...and he's made it

So my power is made. On our own fault (really, after all, this mind, we should never have trusted that he wouldn't have hide some

after Larry Hama, Jeph Loeb, Terry Kavanagh, Warren Ellis

about--" There is a MASSIVE SOUND EFFECT OFF-PANEL, causing her to avert her attention... "You!! You may have killed the X-Men... YOUR

X-MEN...but the dream will never...!" "...Die?" comes a word from OFF-PANEL as JEAN seemingly fries from within. Then the screen goes completely white.

2 Moore Artists

DESIGN

CUT TO:

PAGE FOUR

Going from the horror we have just witnessed, to the elree calm of a summer morning here at the MIVEL ESTATE. Though the sun is just now coming over the horizon, so far are spears of dark and ominous clouds. We should get a really dramatic shot of the estate--maybe

Dan Hosek

ASSISTANT EDITOR

Suzanne Gaffney Beason

EDITOR

Bob Harras

EDITOR IN CHIEF

HARRAS 1-16
ONSLAUGHT/Lobdell-Wald



COMBINED WITH NEWFOUND INSIGHT AND NEVER BEFORE REVEALED BEHIND-THE-SCENES INFORMATION, THIS IS THE STORY OF A MAN WHO, IN HIS OWN WORDS, AWOKE FROM A SLEEP TO DISCOVER HIS DREAM HAD GOTTEN AWAY FROM HIM...HAD GROWN, TAKEN A LIFE OF ITS OWN, AND HAD BECOME A NIGHTMARE.

THAT NIGHTMARE'S NAME...IS **ONSLAUGHT.**



MASSIVE CITADEL APPEARS IN CENTRAL PARK- JOGGERS FURIOUS

UPI

New Yorkers' lives got a whole lot more complicated yesterday when a mysterious structure appeared in the middle of Central Park. Onlookers described the anomaly as "looking futuristic," and "not of this world." One woman went so far as to compare it to "something out of Star Trek. I half expected to see Captain Kirk running out of that thing!"

Witnesses say the citadel appeared "literally out of nowhere. There was this bright flash and the shimmering of air and the thing was just sitting there, as if it had always been present."

Police officials immediately cordoned off the area. According to officer Len Greenberg, this is only a precaution. "We wanted to be certain the citadel poses no danger to civilians. Thus far, we haven't detected any kind of energy field or weapons that would threaten the area or the people in it." Not that that should be reason alone for New Yorkers to go back to their daily lives. "This thing is still a major unknown," added Greenberg. "We don't know what it is, how it got here, or what it's supposed to be doing. Until we can figure all that stuff out, we're gonna be playing it pretty straight."

CONTINUED IN X-MEN #55

THE TRUE TRAGEDY OF ONSLAUGHT

by J. Jonah Jameson

Many heroes gave their lives to halt the mutant menace of Onslaught, and as New Yorkers arise from their beds this morning, they should say thanks to those who have nobly given their all this one last time. New York is safe. The threat has been halted.

But death and destruction is always harder on the living than the dead, and that has never been truer than it is now. The greatest city on Earth faces countless millions of dollars in repairs and help for the hurting. According to financial experts, the economy of New York could take years to heal itself. And of course, we all carry the scars of losing those cherished heroes who gave their lives so that we may continue with ours.

It has been said that there is a story for each and every New Yorker, and that has never been more true than for the most New Yorker of them all, the Daily Bugle. Truly the Bugle has been an entity all of its own, providing the good people with information and whatever help it could give. Now it is the Bugle itself that is in need.

The proud building that has housed the Bugle since its inception has been damaged - badly. Many long-time staffers are now facing unemployment so that we may heal the Daily Bugle of its structural fractures and scarred psyche. Proud employees like our own Peter Parker face the unpleasant prospect of finding a new source of income. But that is the price we must all eventually pay so that the Bugle may continue proudly forward.

for a related article, see
AMAZING SPIDER-MAN #416



AVENGERS FIGHT MAGNETO IN VIRGINIA

UPI

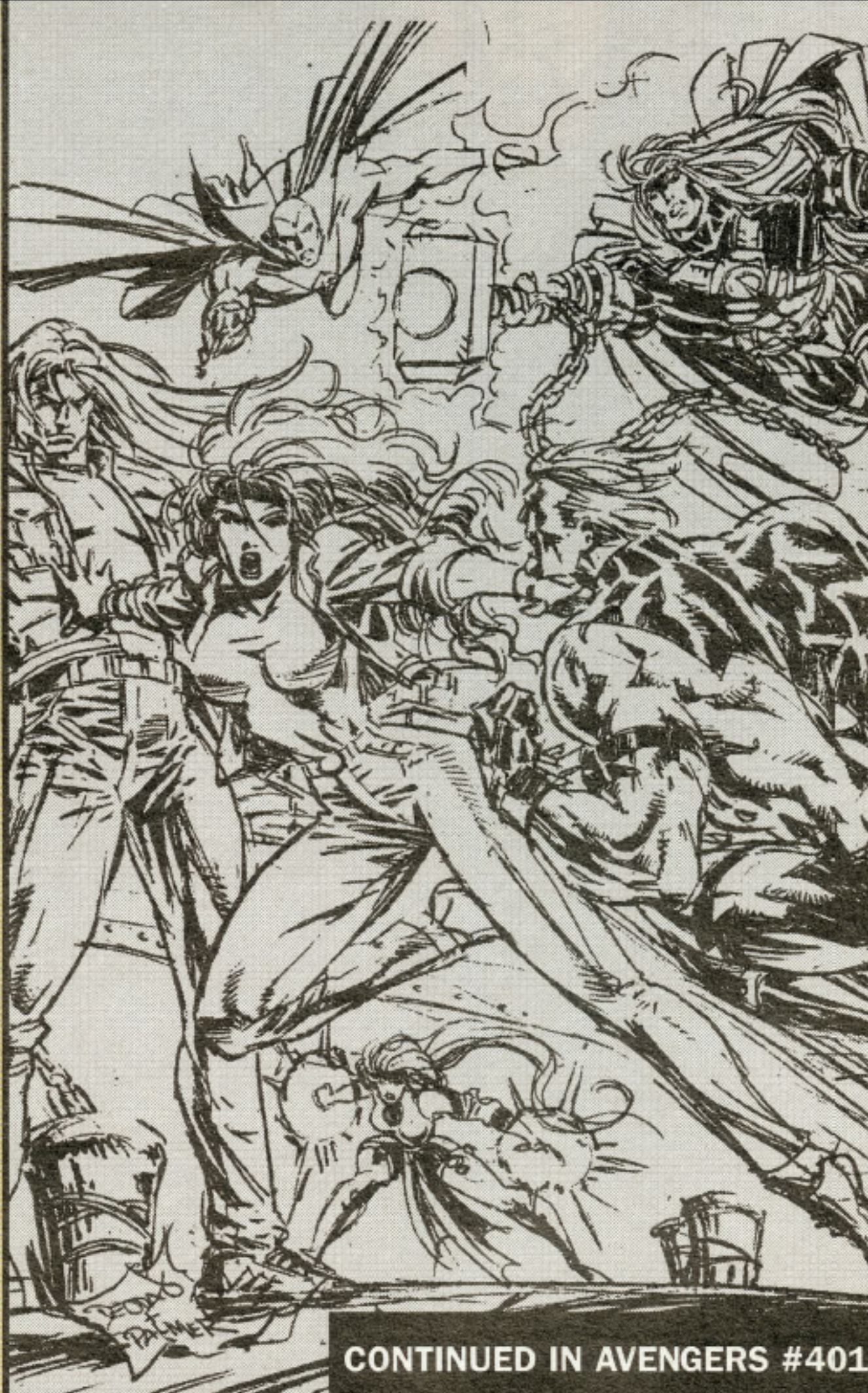
Virginia — Members of the Avengers waged a fierce battle against Rogue, a member of the mutant outlaw X-Men, and Magneto, the world-known evil mutant who has persecuted humanity time and again.

The battle broke out in Norfolk, Virginia, where the self-proclaimed "Master of Evil Mutants" was reportedly confronted by the Avengers outside a Palmer's Gas Station.

"I had no idea I was pumping gas for a known criminal," said Station Attendant Clancy Polletti. "I mean, here's this hippy dude with this chick who looks like Reba McEntire, looking to gas up their V.W. Bug. Next thing I know, Captain America's tossing his shield across my parking lot! I should've known he was a mutant though — he looked like he was about eighteen, but he had white hair!"

Polletti, along with several other witnesses, reported that the man believed to be Magneto was indeed much younger than the Magneto who held the world hostage from his Avalon satellite several months ago. Justice Department officials dismissed the apparent age discrepancy as irrelevant.

"We've seen Magneto as a young man before," said special agent Peter Grylich, "and that didn't make him any less a menace to society."



CONTINUED IN AVENGERS #401

ONSLAUGHT CITADEL REMAINS UNCHANGED

By Ben Urich

Central Park remained more than its usual fearful place as the mysterious high-tech citadel that appeared there a week ago remained in place.¹ The structure belongs to an enigmatic super-villain named Onslaught who yesterday launched an unprovoked attack on the Fantastic Four.

"I can't say that we've seen any change since the building first appeared," said Police Detective Telly Corlacey. "Our best scientists can't even begin to figure out what it's made of, let alone what it's doing here."

CONTINUED IN ONSLAUGHT: X-MEN #1

ONSLAUGHT MENACE STRIKES AGAIN, AGAINST FANTASTIC FOUR

AP

New York City — The mysterious menace known only as Onslaught has launched an unprovoked sneak-attack on Four Freedoms Plaza and its most famous denizens, the Fantastic Four. The battle was as fierce as it was short.

"They just never had a chance," said Postal Worker Willie Lumpkin. "This creature was even bigger than the Hulk! He just swatted them away like a couple of flies." Lumpkin, who has delivered mail to the site since it

was the Baxter Building, was making his routine stop at the Plaza when he experienced violent shaking. "At first, I just figured that Mr. Grimm was yawning or something. But then, a whole lot of plaster started falling off the ceiling! That's when I knew something wasn't quite kosher."

Damage to the Fantastic Four's facility was severe. An entire floor of the building was detonated from within, and it was unknown as this paper went to press whether there were any survivors. The team was reported to have suffered a devastating loss. According to several eyewitnesses, Onslaught was seen departing "with a small child" believed at this time to be Franklin Richards, the son of Reed and Sue Richards.

Also present at the battle were an unidentified African-American man with the letter "M" tattooed over his eye who has been seen in the company of the outlaw mutant band known as the X-Men, and Hawkeye and Crystal of the Avengers. When pressed for details of the battle, Avengers spokesperson Edwin Jarvis has no comment.



CONTINUED IN FANTASTIC FOUR #415



HONORING THE NATION'S TRUE FIRST FAMILY

by J. Jonah Jameson

I don't like super heroes as a general rule. I find that they flaunt an open disregard for our society and the rules that govern it. I find their actions to be condescending and disrespectful to our proud country's various law-enforcement divisions. I don't like them. As a general rule.

But rules were made to be broken, as was evidenced by the recent attack of the mysterious and powerful Onslaught. Truly, this was a threat no conventional police or military force could handle. The Fantastic Four could, and did.

They were the first of this current breed of super heroes, open about their identities, noble in their pursuit of the betterment of mankind. Unlike that masked crumb Spider-Man, who disguises his criminal actions within the cloak of being a hero, the Fantastic Four were just that: Heroes.

They gave their lives in the line of duty, and the sun will rise today and for a thousand tomorrows because of them. They were heroes that we as parents were proud to have our children emulate. They stood for all that was decent in humanity. Science. Beauty. Enthusiasm. Strength, both of heart and muscles.

Now they are gone, and only Spider-Men and mutants remain.

These are troubling times for this city and nation not just because our first line of defense has been shattered forevermore, but because heroes, those people who defined the term, are gone.

They were the souls who allowed us to lay down to sleep at the end of the day. Now they will sleep the sleep of the just, while we as people can only aspire to uphold their noble legacy. God be with us all.



CHARLES XAVIER NABBED BY FEDS IN WAKE OF ONSLAUGHT

by Ben Urich

Professor Charles Xavier, renowned expert on mutant research and sociological affairs, was apprehended late last night by agents of the Federal Government at his Westchester County estate. Though no reason was immediately given to the press, it is widely believed that the government suspects Xavier of being a mutant himself, and may even have information linking the Professor to the creation of Onslaught.

Dr. Valerie Cooper, currently the liaison between the government and its sanctioned mutant super-group, X-Factor, was in charge of the operation. Reportedly, she journeyed to Xavier's residence alone, and encountered no resistance while performing the arrest.



CONTINUED IN X-MEN #57

Marvel Ultra: Onslaught

or

How to Make Trading Cards in 5 Easy Steps

step #1: Make a checklist of the characters in the set.

"No, Matt."
 "C'mon, Ben... er... I mean Mr. Raab, I need to know everything about Onslaught so I can write a checklist. As the assistant to the editor-in-chief you're the only one who can help me."
 "Sorry, that stuff is top secret. What if it gets out?"
 "Oh, I promise not to tell. Please?"
 "Nope."
 "Pretty please."
 "Uh uh."
 "I'll be your best friend."
 "You call that an incentive?"
 "I'll leave your office and never come back."
 "Now that's incentive. All right, here's the outline for the event. As you can see, Onslaught encompasses all the X-Men and most every Marvel core character. The Avengers, the FF, Spidey, Dr. Strange, they're all there."
 "Thanks, Ben, you're a prince. I'll be back next week about the upcoming Wolverine set."
 "What? You said you'd never come back!"
 "I lied."
 "Get out!"



step #2: Determine set configuration and subsets.

"Don't come crying to me when nobody knows anything about Marvel Ultra: Onslaught because you were too lazy to write up a press release, Matt."
 "I am not lazy, Kate."
 "As Flier P.R. Director, I have to give set information to the press. I've been after you for two weeks for details. I E-Mailed you several times."
 "Oh, I never check E-Mail."
 "You call that an excuse?!"
 "Okay, it's no big deal. I can write up something in five minutes."
 "Well if it's so easy then do it now."
 "I'm busy."
 "I'll bet you can't."
 "Can so."
 "Can not."
 "Can so!"
 "Prove it."
 "All right, I will!"

Marvel Ultra: Onslaught is a 100-card set, UV coated and foil-stamped. It features special Chapter cards chronicling the Onslaught event and Creator cards personally drawn by Jim Lee and Rob Liefeld. In addition, it will include collectible "chase" cards for Marvel's OverPower card game: 4 Hero cards (1:9 packs) and 7 Mission cards (1:9 packs). These cards will be bonus game cards based on the Onslaught event available in this set and no place else. Even rarer are 3 multi-image Mirage™ "flicker" cards (1:36 packs), but the ultimate in chase cards are the 2 Autograph cards signed by Jim Lee and Rob Liefeld (1:180 packs). Marvel Ultra: Onslaught is available in September.

"There. Happy, Ms. Travaline?"
 "No, this stinks."
 "I said I'd do it in five minutes, I never said it'd be good."
 "Get out!"



step #3: Hire artists to draw the characters.

Hi, it's Matt. Leave a message and I'll get back to you. **BEEP!**
 "Hi, Matt, it's Jim Lee. I just want to say what a thrill it is to be working on the Marvel Ultra: Onslaught set. I just spoke with Rob and he said he left a message with you too. I'm very excited about the talented artists you were able to get for this set. People like Adam & Andy Kubert, Humberto Ramos, Mike Deodato and Sal Larroca. Anyway, hope to talk to you soon."
 Hi, it's Matt. Leave a message and I'll get back to you. **BEEP!**
 "Hi, Matt, it's Rob Liefeld. I'm sending you rough sketches of the cards I'm doing for your approval. Jim tells me he left you a message promising to send his also. I hope you like 'em. Bye."
 Hi, it's Matt. Leave a message and I'll get back to you. **BEEP!**
 "Hi, Matt, it's Jim Lee. I just finished the pencil drawings of my cards, so you'll get them tomorrow. I know Rob's are finished too. He left a message for you saying so. I can't wait to see how the coloring comes out; please send me a copy if it's not too much trouble. So long."
 Hi, it's Matt. Leave a message and I'll get back to you. **BEEP!**
 "Hi, Matt, it's Rob Liefeld. Jim and I got the copies of the finished coloring from your assistant Mike Pasciullo and we just wanted to let you you know we love it! It was nice working with you. Thanks for everything."
 Hi, it's Matt. Leave a message and I'll get back to you. **BEEP!**
 "Hey Matt it's your boss Dan Buckley. I just wanted to tell you the Onslaught set looks great! Nice work!"

step #4: Write back copy.

"Hey, Dan, what's up with Matt?"
 "What do you mean, Mike?"
 "I haven't seen him in days and his office door's been closed the whole time."
 "Oh, he's probably writing card copy for Marvel Ultra: Onslaught and doesn't want to be disturbed."
 "What's the editorial slant of the copy?"
 "The Xavier Protocols. The idea is Professor X left behind specific instructions to each character in case he ever goes insane."
 "Cool, but uh... shouldn't a professional writer be doing this?"
 "Matt is a pro."
 "Yeah, he's real good but sometimes his stuff can be... you know... odd."
 "I have full confidence in his abilities. Besides, he wouldn't do anything too strange."



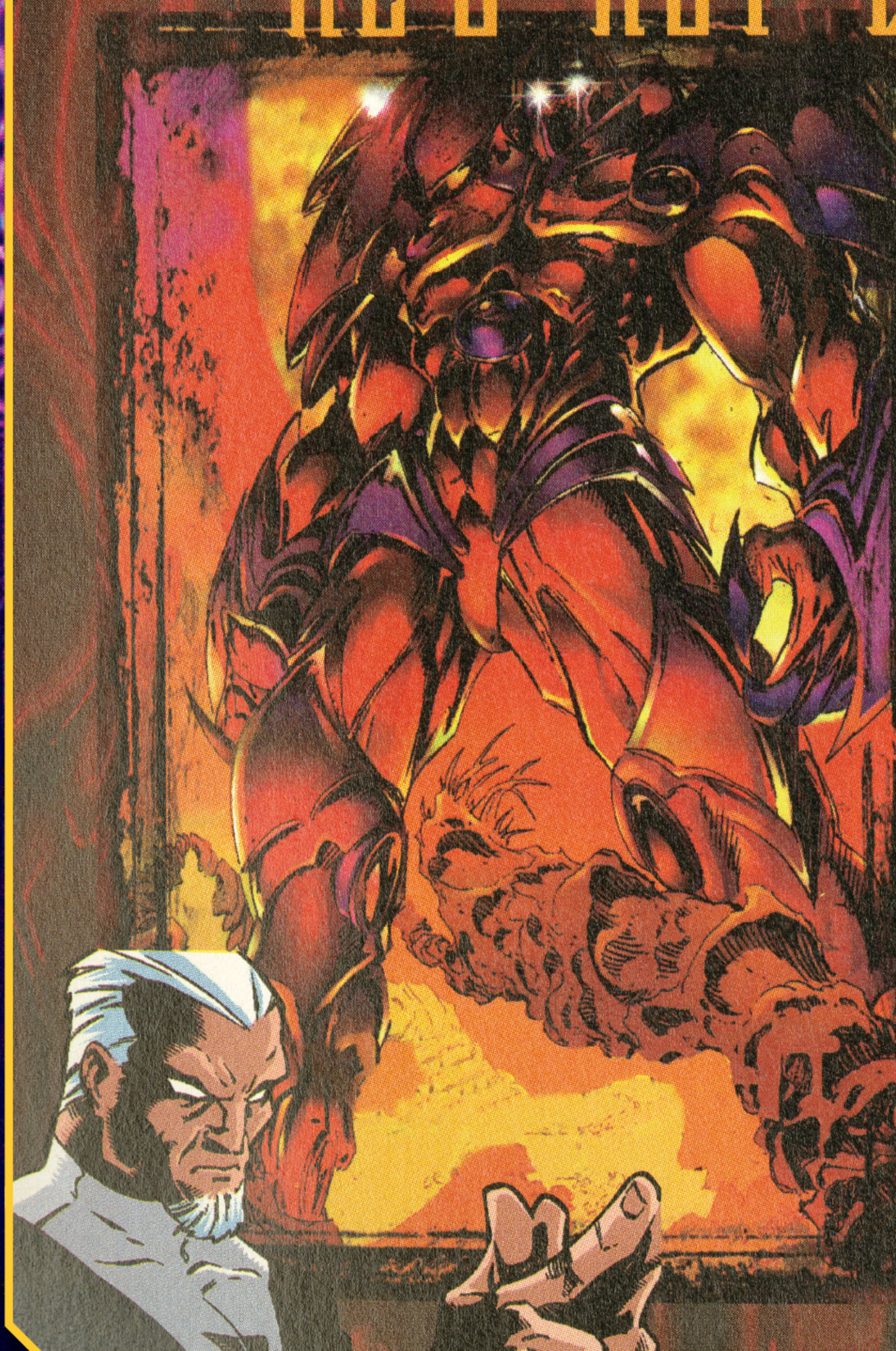
step #5: Put it all together.

"That's it? Put it all together?"
 "Well... yeah."
 "I, as the editor of MARVEL VISION, asked you, as the writer for an article on Marvel Ultra: Onslaught, and you turn in this... this esoteric diatribe which you conclude by reducing the months long, complicated process of pre-production graphic design, color separations, manufacturing, distribution and retail sales to "put it all together" and you expect me to print it?"
 "Well... yeah."
 "Why?"
 "Because you love me."
 "Get out!"

— Matt Morra



HEY! DON'T STICK THAT FORK IN ONSLAUGHT HE'S NOT DONE YET!



You thought you'd seen the last of Onslaught when the dust settled, the heroes departed, and Professor Xavier turned himself in to Valerie Cooper, Chairwoman of the Committee on Mutant Affairs in the pages of **X-MEN #57**? Think again, Marvel maniac—**ONSLAUGHT: EPILOGUE**, due out in December, gives you the Christmas present of knowing what happens next in the most horrible chapter of the X-Men's history ever written!

"This is the story of Xavier coming to terms with himself. He has to deal with the fact that he was Onslaught," says EIC Bob Harras. Now, apparently stripped of his powers, he needs to realize that he still has a place in the world." Harsh! Not only is it the riveting story of a good-guy-turned-bad-guy on a major guilt trip, it's also the appalling story of the X-Men's trusted mentor chained up like a junkyard dog!

How did it come to this, you ask? After Xavier surrendered to Valerie Cooper, she escorted him to Washington, where he was placed in a cell overnight. But in the morning, Xavier had vanished without a trace! Now, not even the X-Men know where their old leader and recent nemesis is being held! Powerless and alone, Xavier writhes in the clutches of a man whose pleasure in seeing him dead could only be rivaled by his delight in seeing Onslaught rise again!

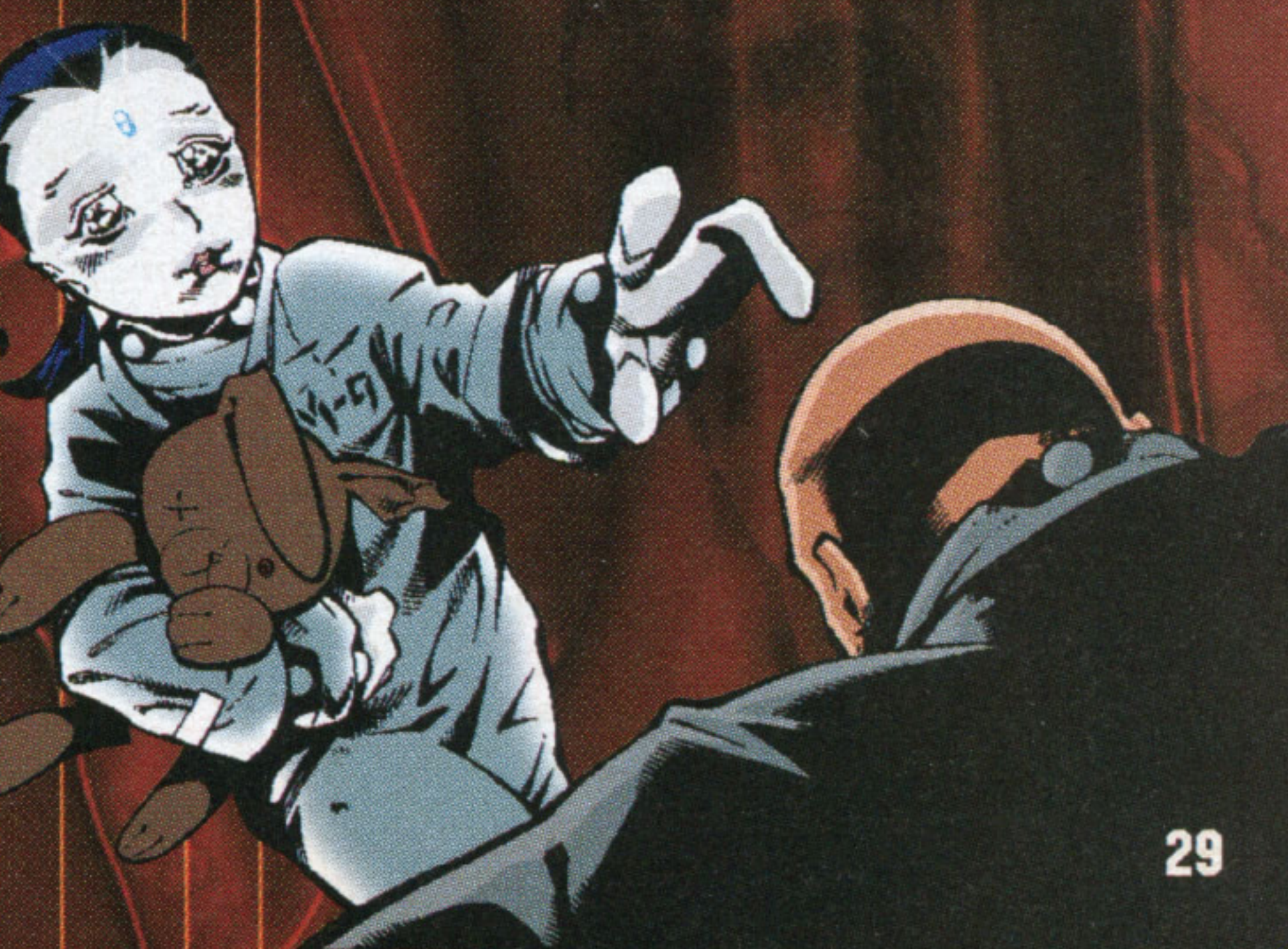
Xavier is being held prisoner by Bastion!

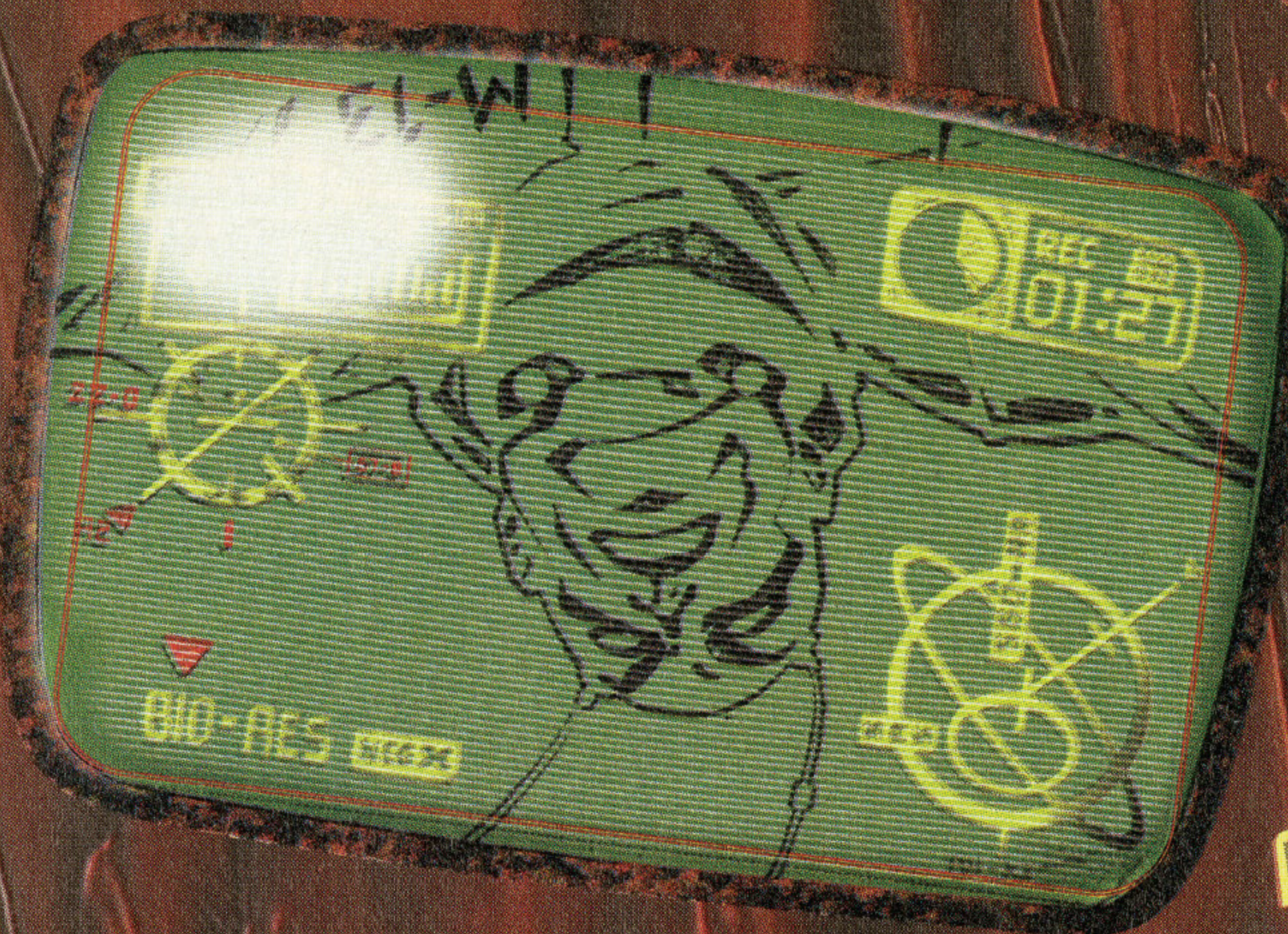


You, loyal reader, will remember Bastion as the mysterious and evil force behind Operation: Zero Tolerance—a multinational organization whose main goal is the total eradication of mutants from the Earth's population! Now he's holding Xavier in the abandoned Hulkbusters' facility! Here, at the behest of the government (which is preparing indictments against Onslaught), he's got every intention of finding out whether Xavier has retained his powers...and whether the potential exists within him for Onslaught to return! If it is indeed possible, then Bastion will have in his hands the ultimate weapon for mutant extermination!

Bastion may be one evil son-of-a-gun, but he's no fool—and he's not taking any chances! Maximum security's not good enough for this guy—the walls in Xavier's cell are twenty feet thick! Controlled by a psionic neck-cuff and bracelets, Xavier isn't going anywhere, but that doesn't stop Bastion from manhandling the crippled man pretty severely. He better hope Onslaught doesn't emerge!

But Xavier's got bigger fish to fry! Left alone in his constantly monitored cell, prisoner #M-13 has all day and all night to contemplate the torment he put his beloved X-Men through. Not only has he caused them tremendous physical and possibly





irreversible emotional damage, but the rise of Onslaught has struck a deadly blow against Xavier's long-cherished goal—that of mankind and mutants living together in peace.

Though no one knows where he is, the Professor is not alone! Down the hall is a prisoner who has never seen daylight. A prisoner who has never even seen the outside of the Hulkbusters' facility! Prisoner M-9 is just 5 years old, a Manite wielding unbelievable psi-powers. Cheating the video monitors, M-9 slips through the twenty-foot walls and the powerful psi-shields of Professor Xavier's cell every now and then to pay him a visit. Does this little girl know where Xavier's powers lie? Could she be the key Bastion needs to unlock the deadly Onslaught?

Bastion is hunting for the key all right...but he hopes to find it in the shape of lovely psychiatrist Ingrid Thysson! Ingrid has been flown to the deserted base to run tests on Xavier to determine the presence and level of his powers. But does Ingrid know what kind of powers she's dealing with? Can a couple of Rorschach tests and a word-association game reveal the depths of Onslaught?

Will Onslaught reemerge? And if he does, will it be Bastion, Ingrid Thysson, or gentle prisoner M-9 who finally unleashes the terror?

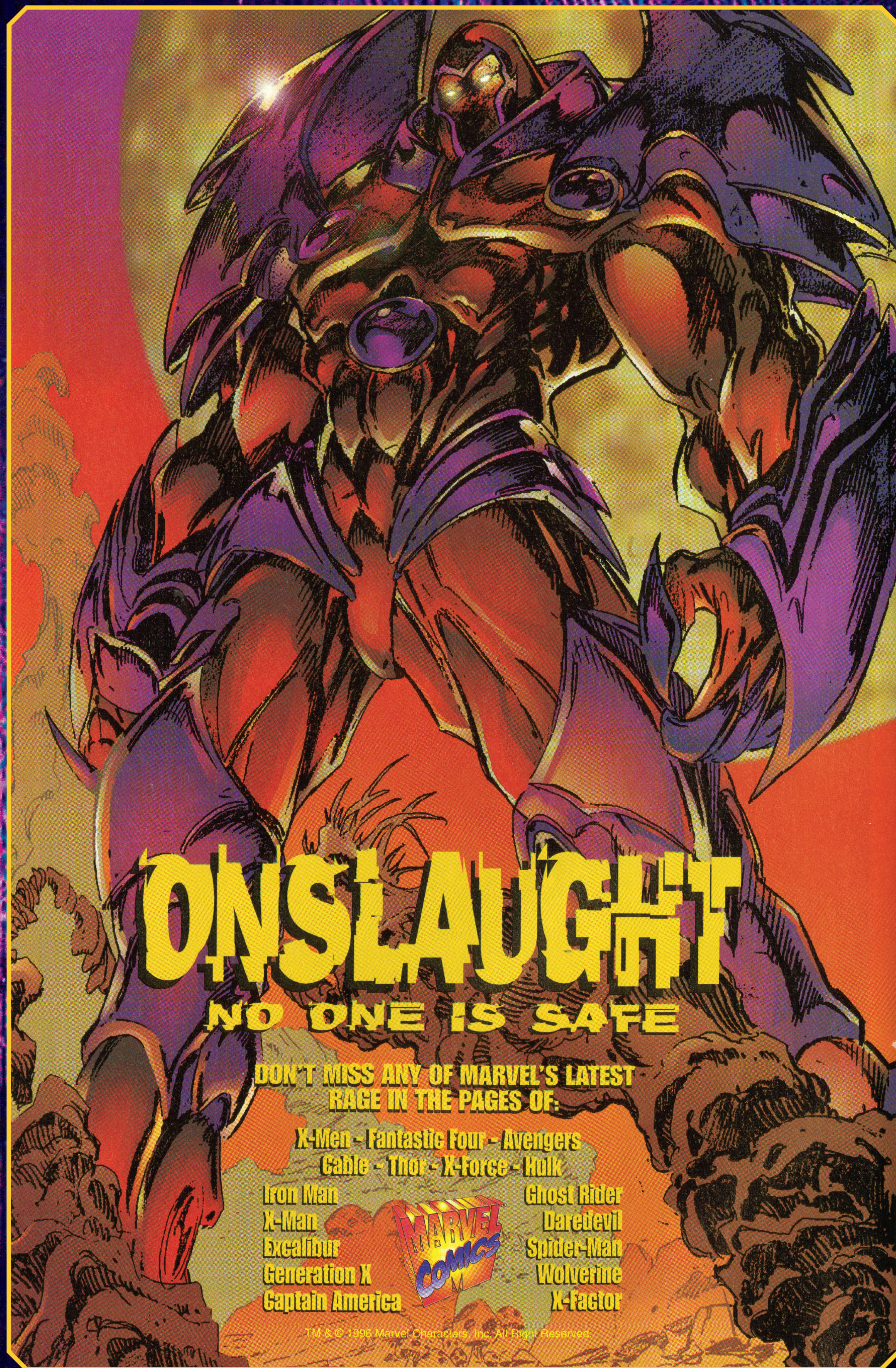
ONSLAUGHT: EPILOGUE will provide some insight into the answers, but, says editor Mark Powers, "The real battle will be the one going on inside Xavier's head."

ONSLAUGHT: EPILOGUE is written by Larry Hama (WOLVERINE) and penciled by hot new talent Randy Green! "He's young, he's fresh, he's innovative, and we love him!" trumpets Bob Harras. Green's open, uncluttered style is the talk of the Bullpen—and it's just perfect for depicting those open, uncluttered prison interiors!

The ONSLAUGHT saga was so tremendously popular and got such a response from our readers that we felt we owed them a follow-up book that focused solely on the events that took place in Xavier's life directly afterwards," explains Bob. ONSLAUGHT: EPILOGUE also feeds back into X-MEN continuity, where the origin of the Manite...and the possibility of Xavier's trial...are explored! This is a landmark issue, and a gold mine of information regarding Onslaught's past and future actions!

Don't miss it!
—Polly Watson





House ad by Andy Kubert



Onslaught poster by John K. Snyder III



Onslaught poster by Ian Churchill & Scott Hanna

The Onslaught event was collected in a six-volume TPB set in 1996. Each cover used the same Onslaught background, with different heroes reflected in the villain's armor.



Onslaught Vol. 1: The Awakening TPB cover by Andy Kubert & Jesse Delperdang



Onslaught Vol. 2: To the Victor... TPB



Onslaught Vol. 3: Comrades in Arms TPB



Onslaught Vol. 4: Eye of the Storm TPB



Onslaught Vol. 5: The Front Line TPB

Cover insets by Andy Kubert & Jesse Delperdang



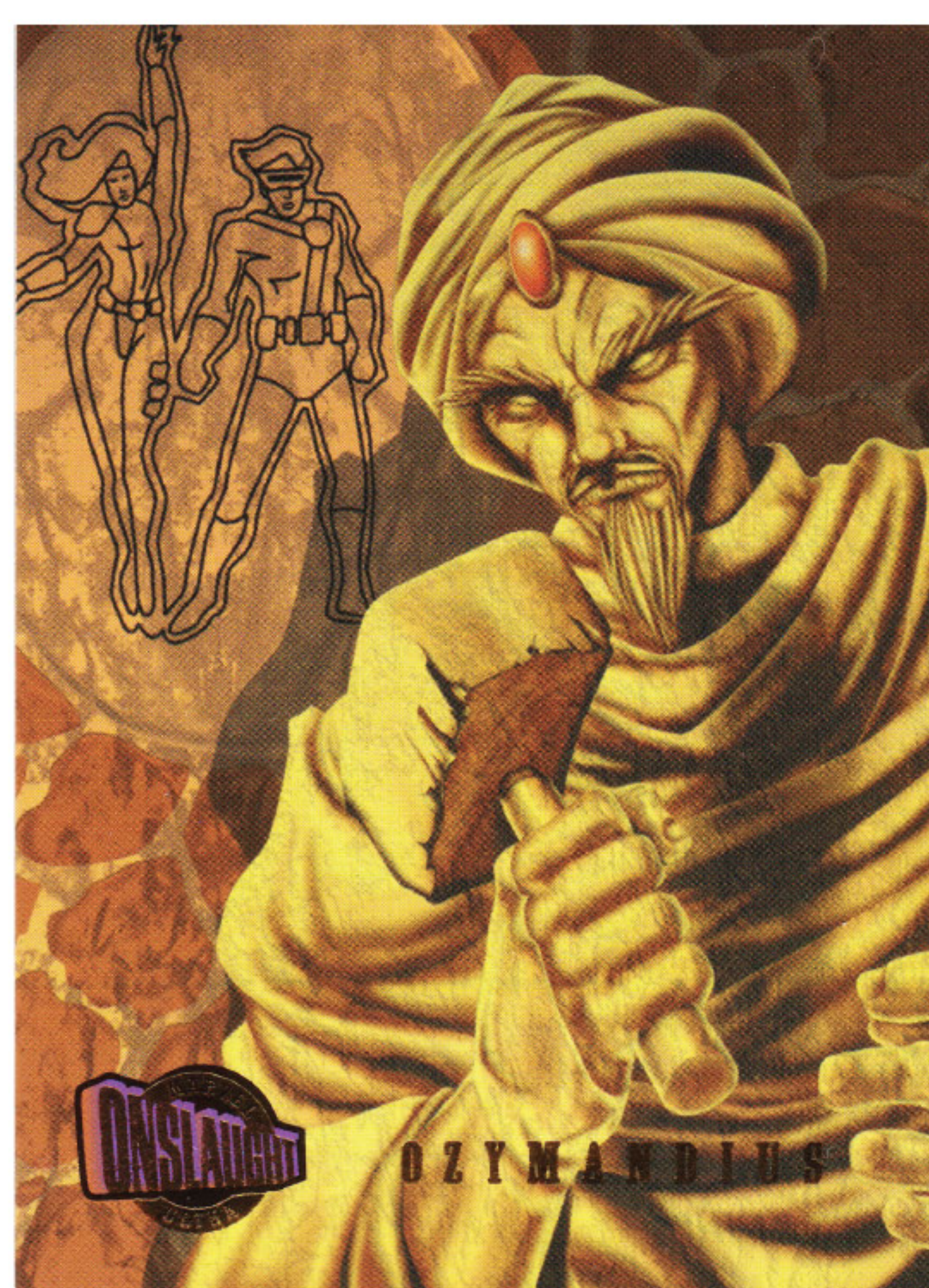
Onslaught Vol. 6: Pyrrhic Victory TPB cover inset by Andy Kubert & Jesse Delperdang

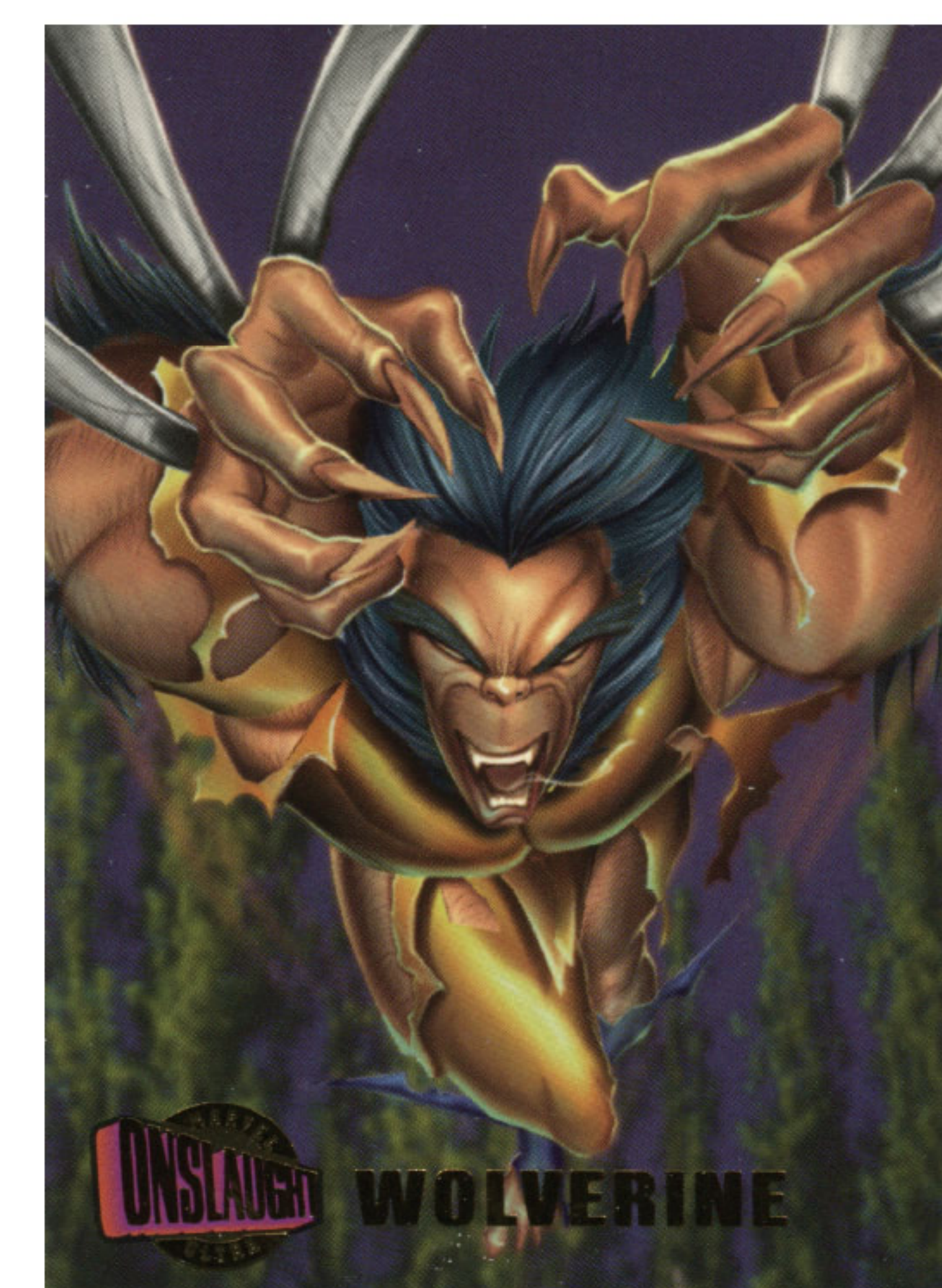
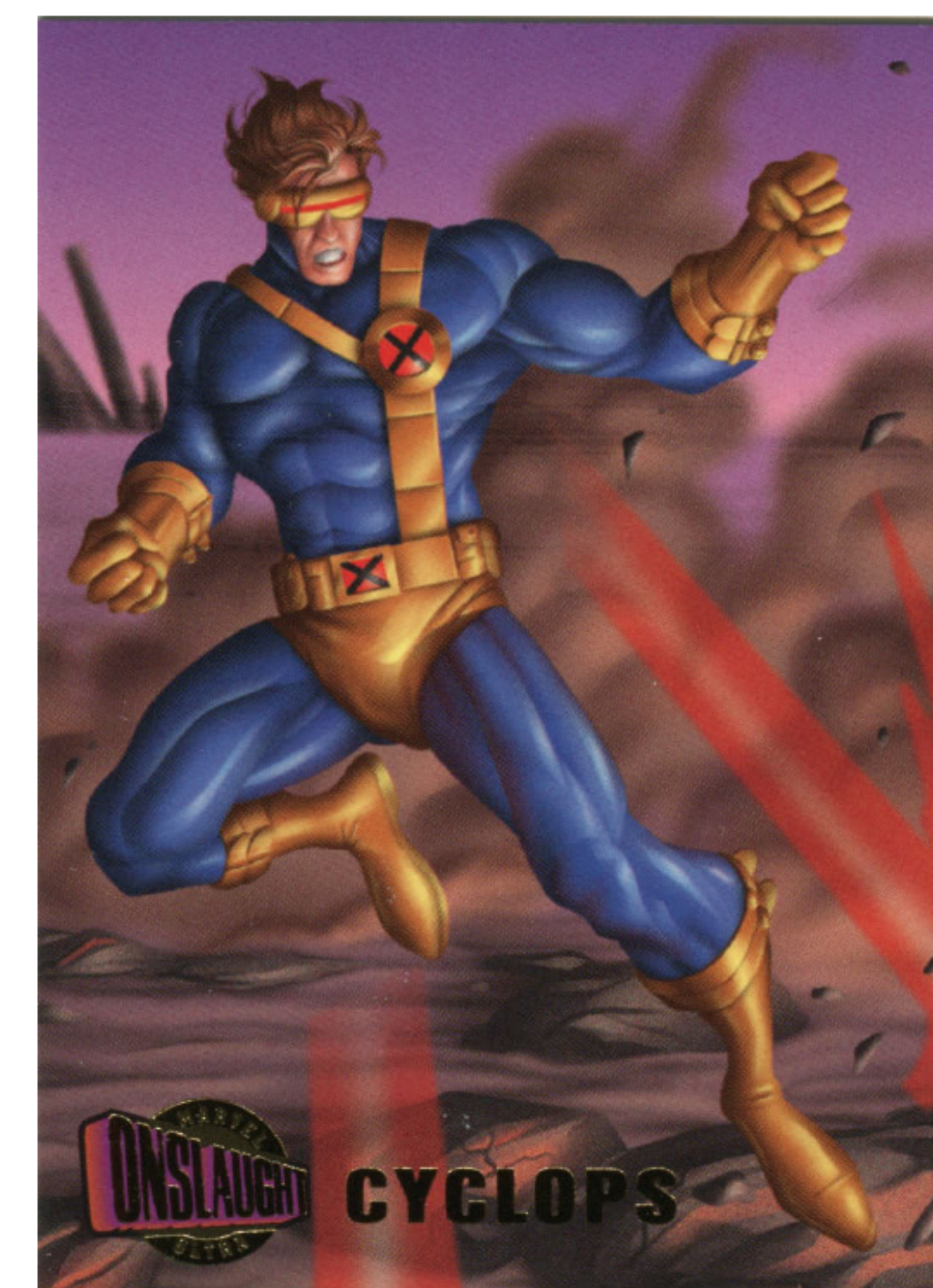
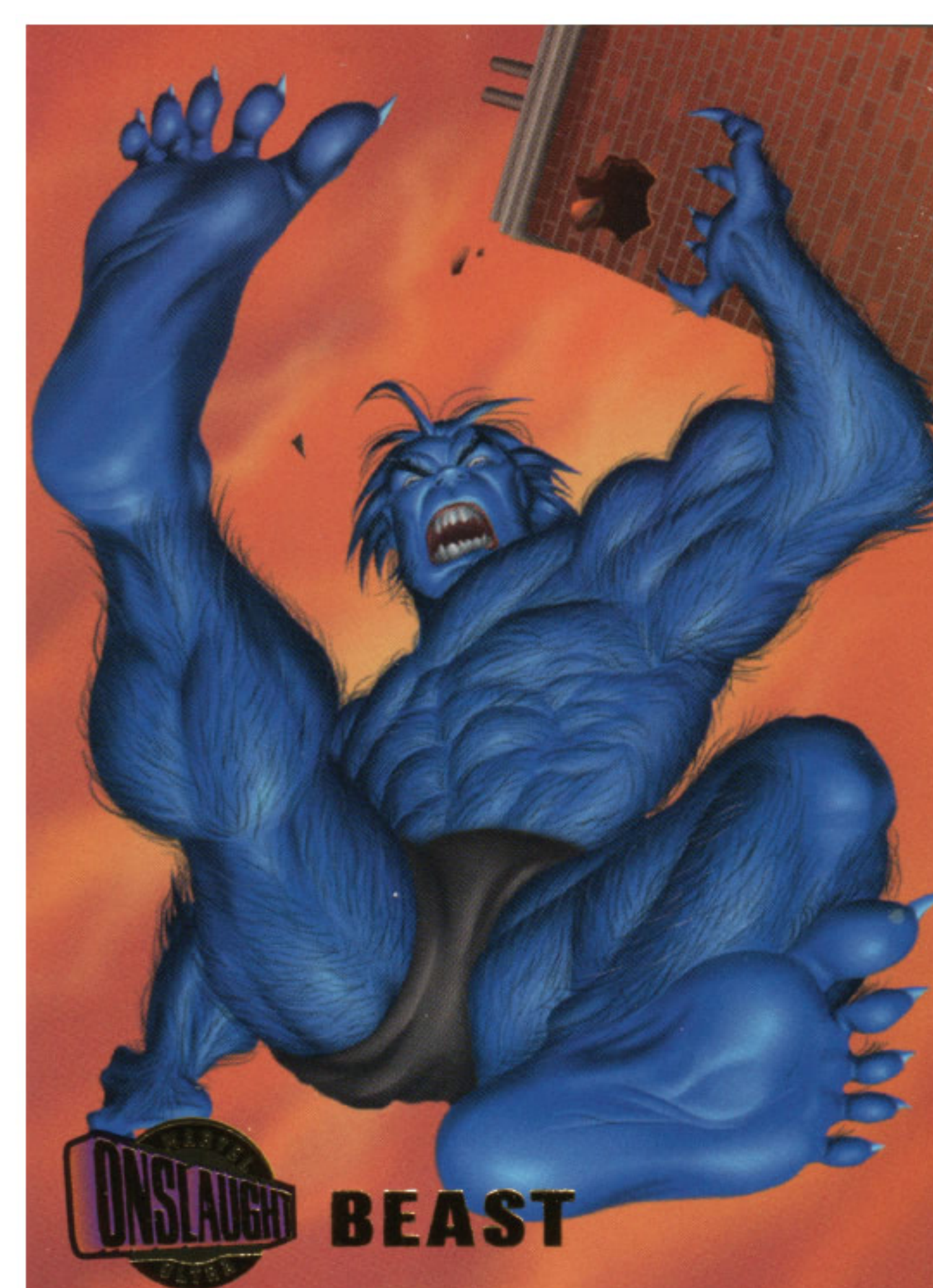
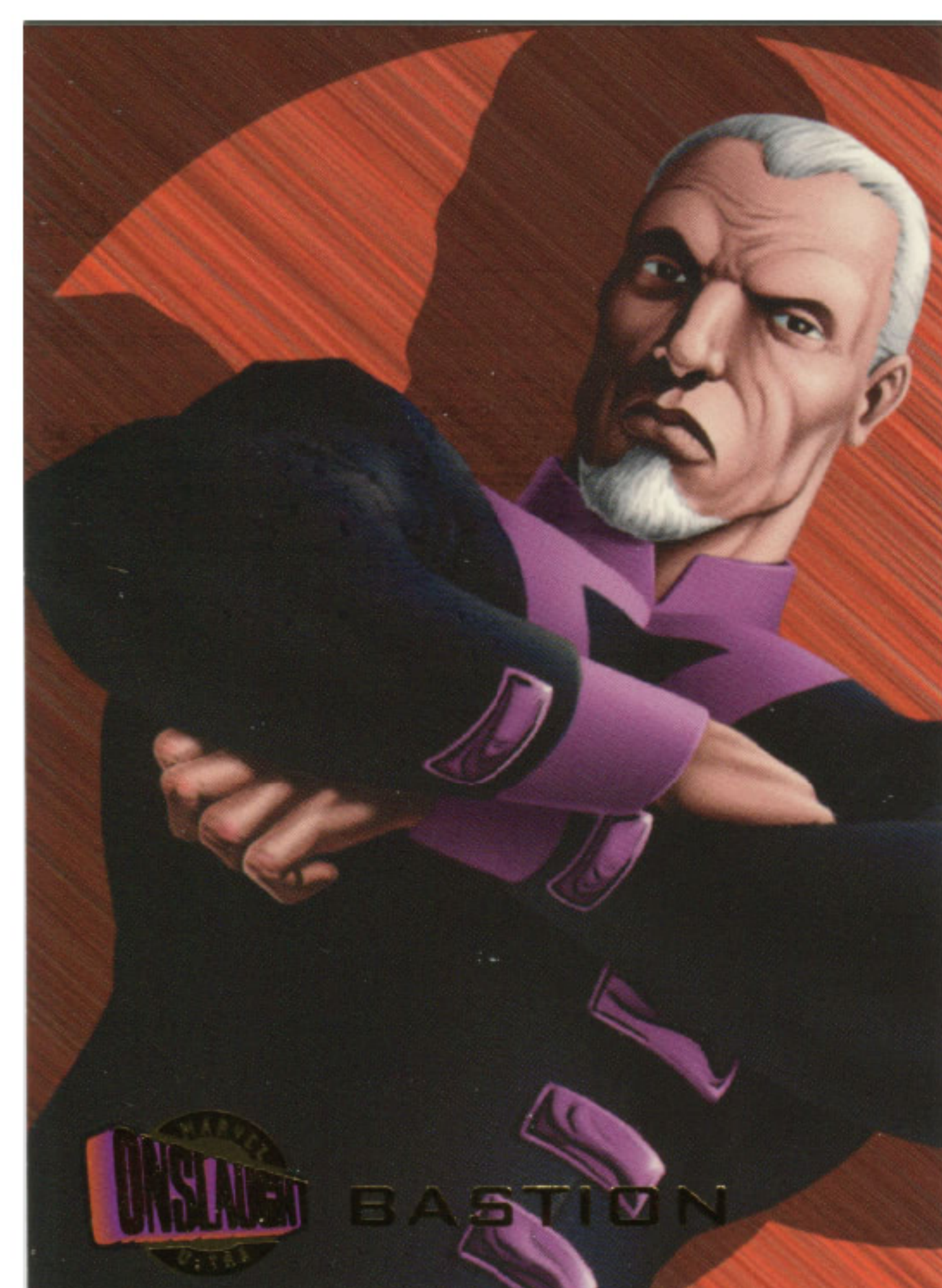
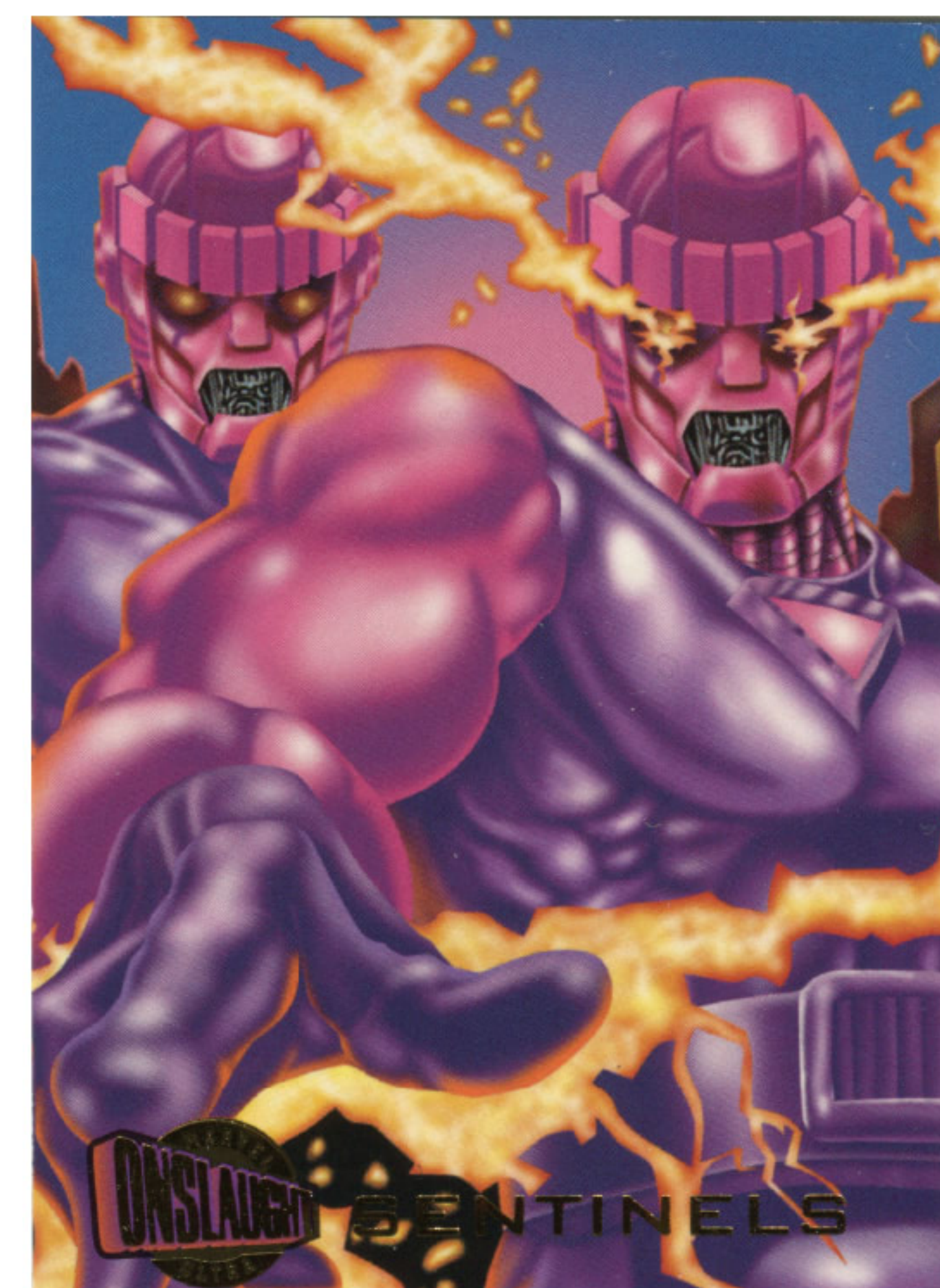


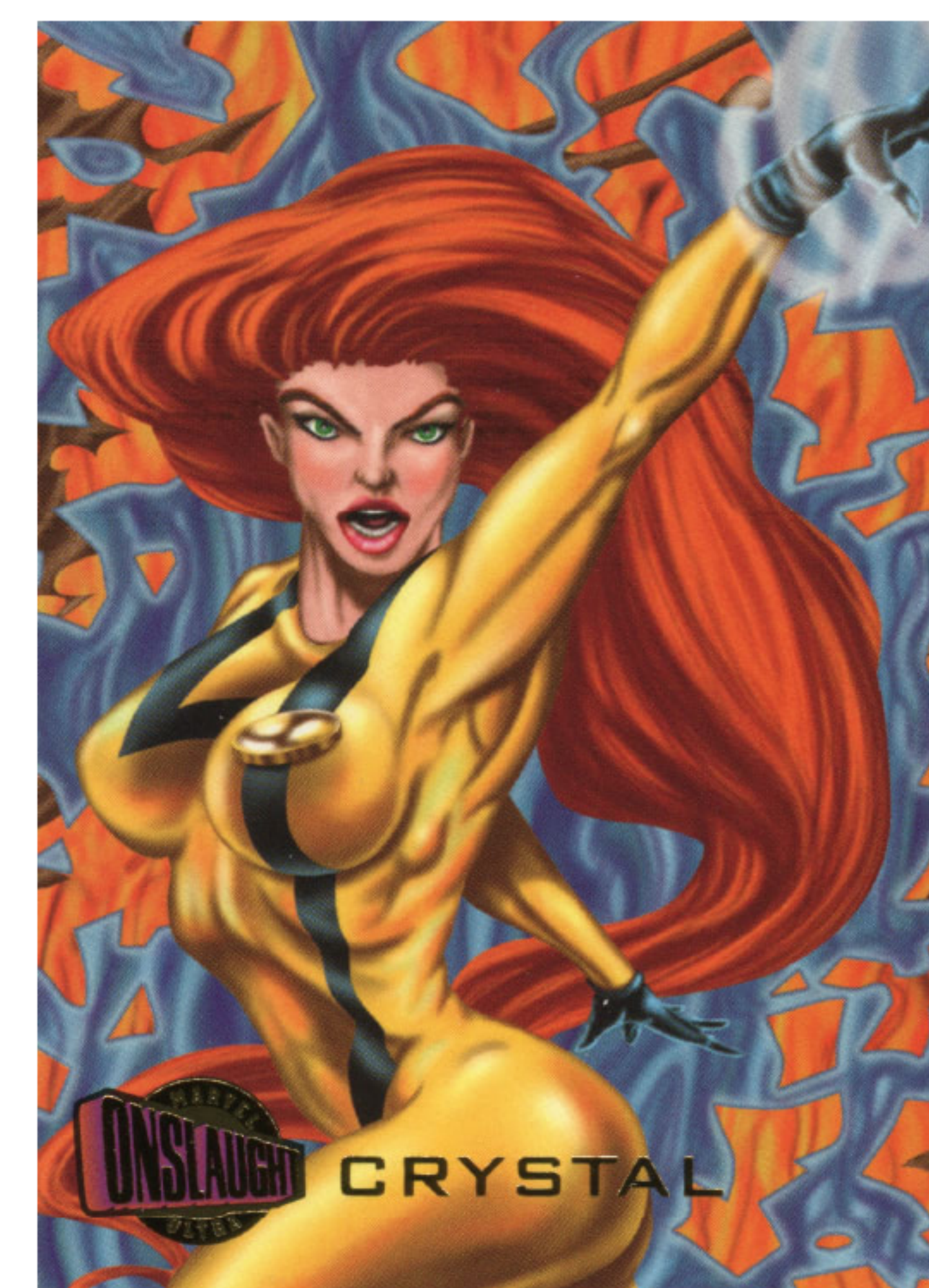
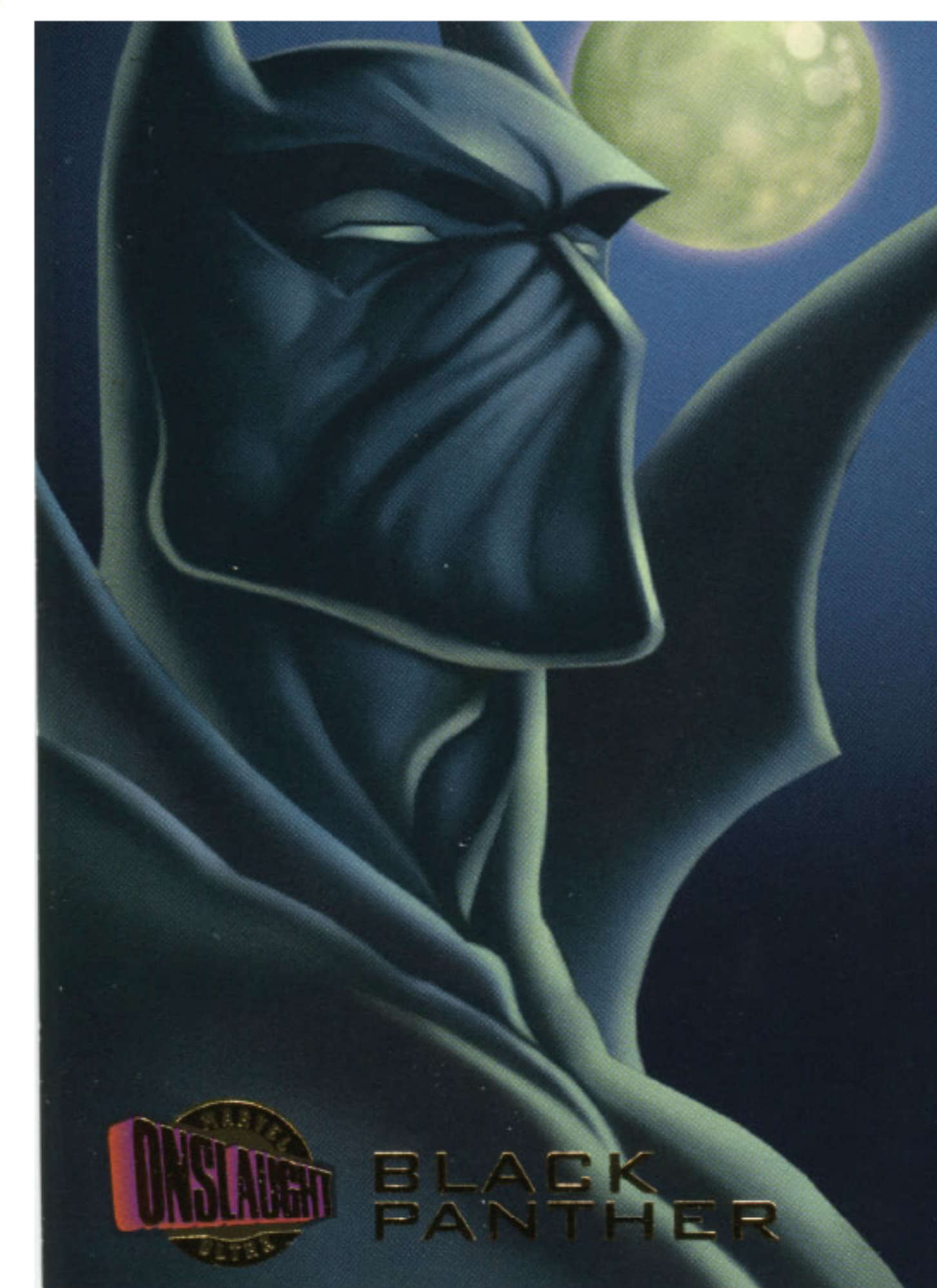
X-Men/Avengers: Onslaught Omnibus HC cover by Ian Churchill, Scott Hanna & Veronica Gandini

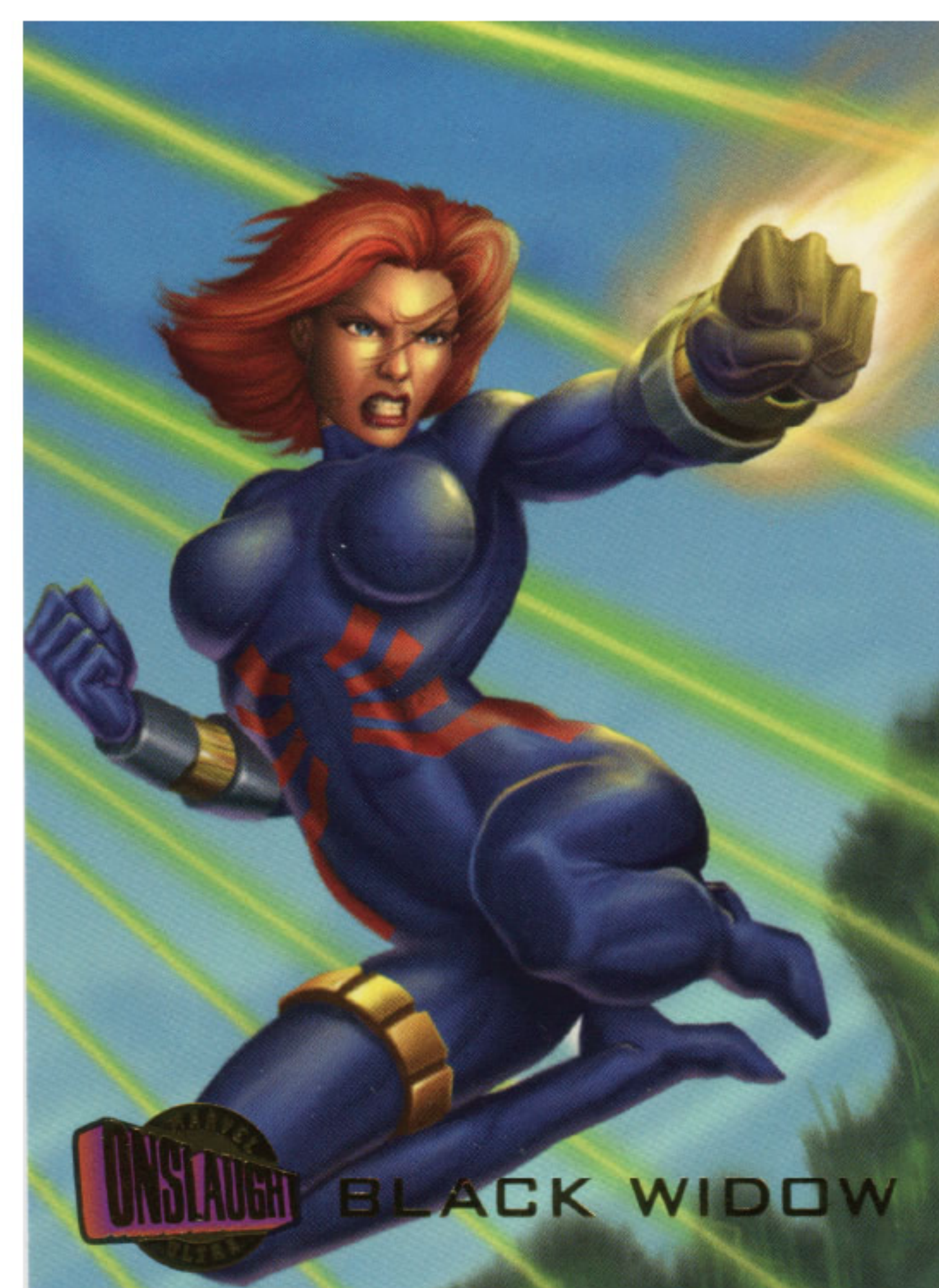


*Fantastic Four Epic Collection: Strange Days TPB
cover by Carlos Pacheco, Bob Wiacek & Veronica Gandini*



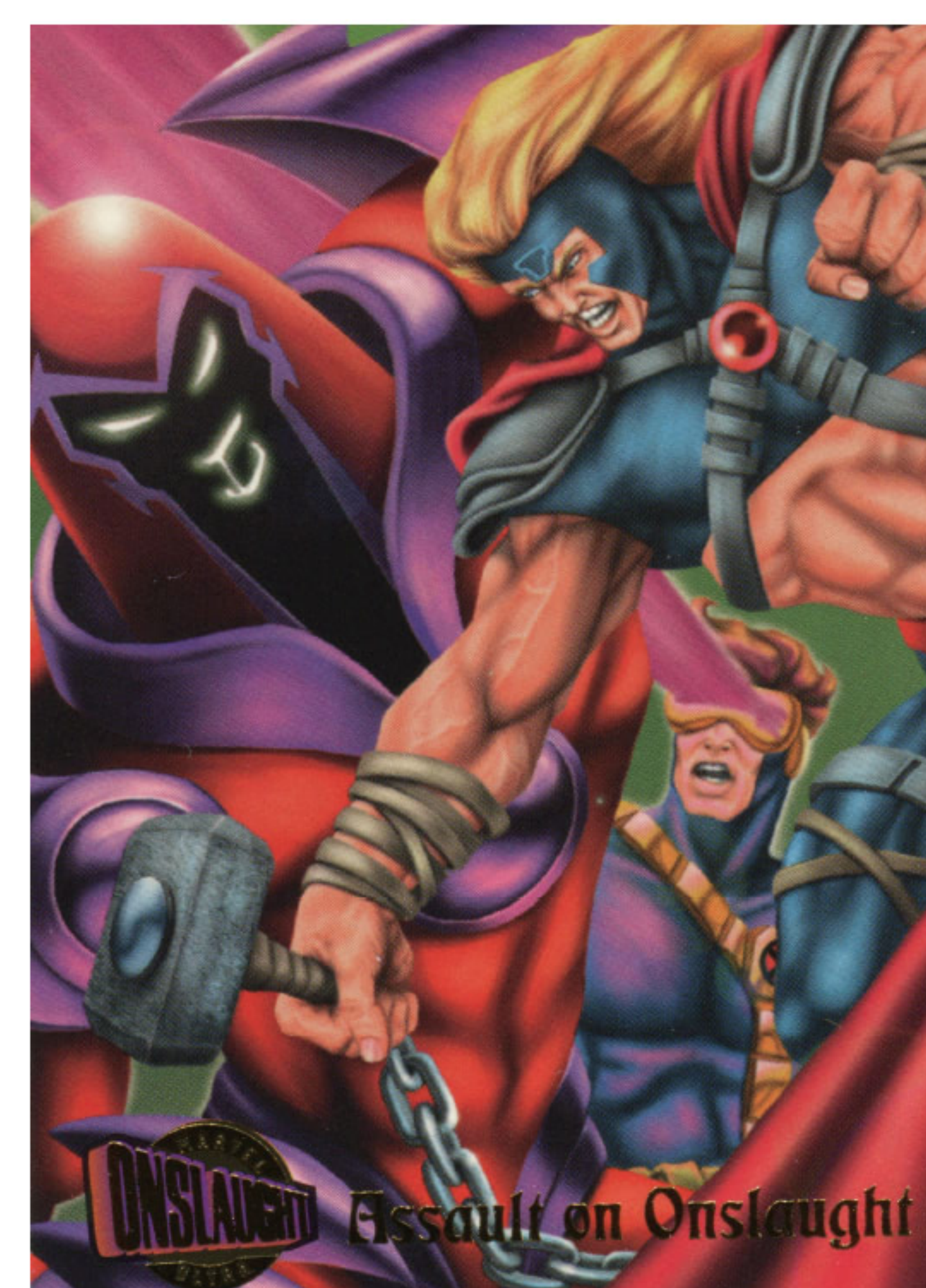
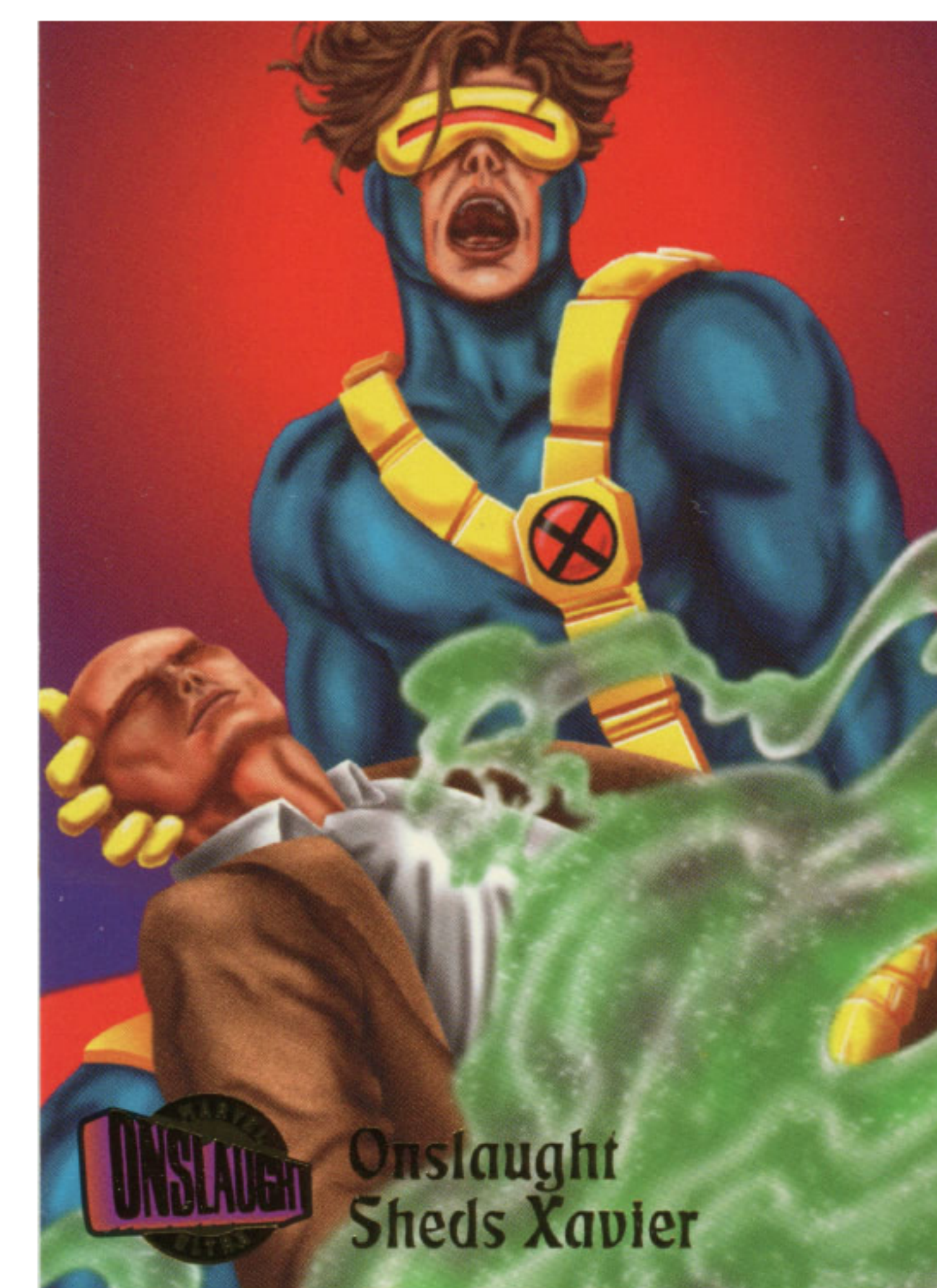
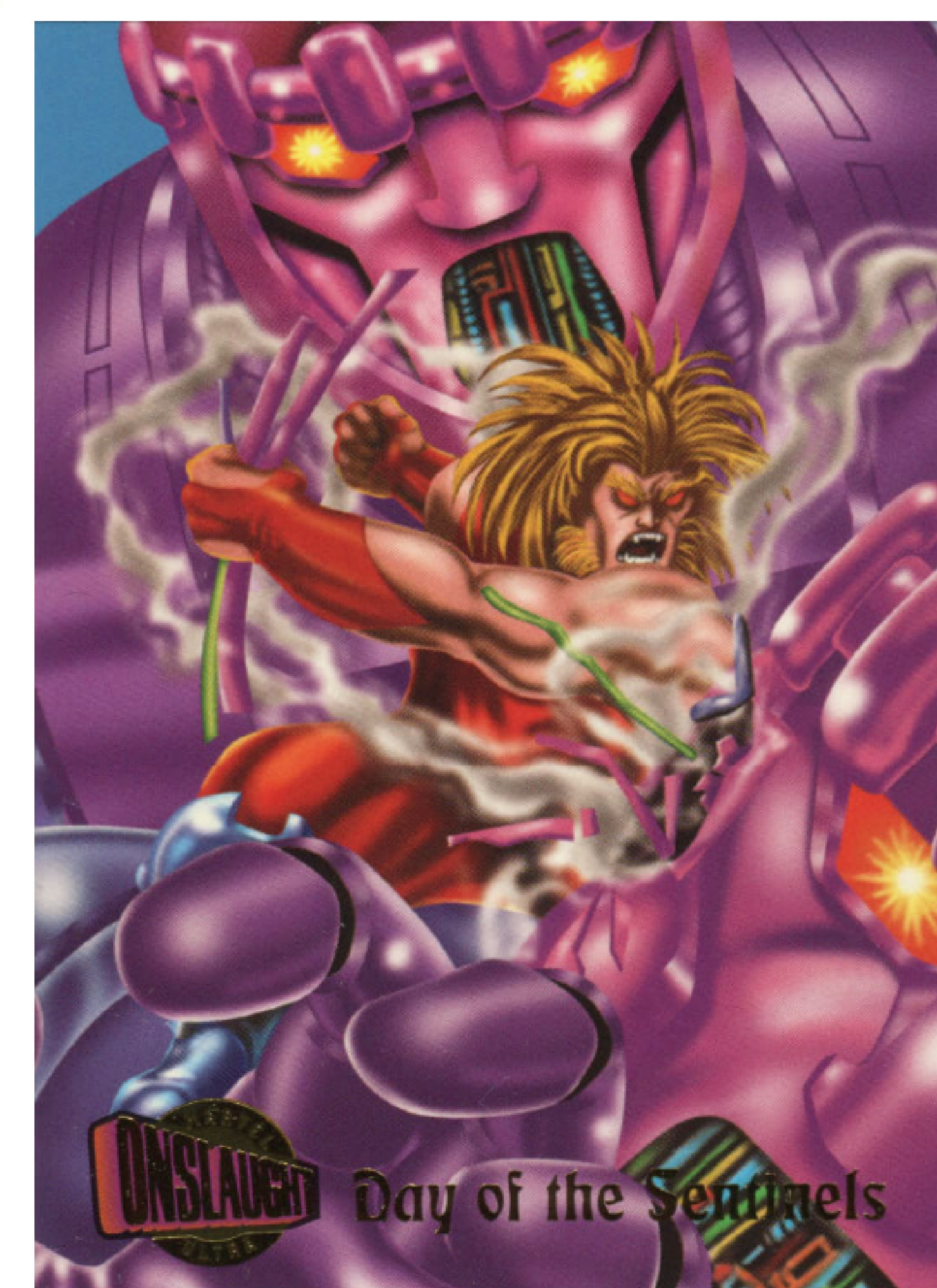
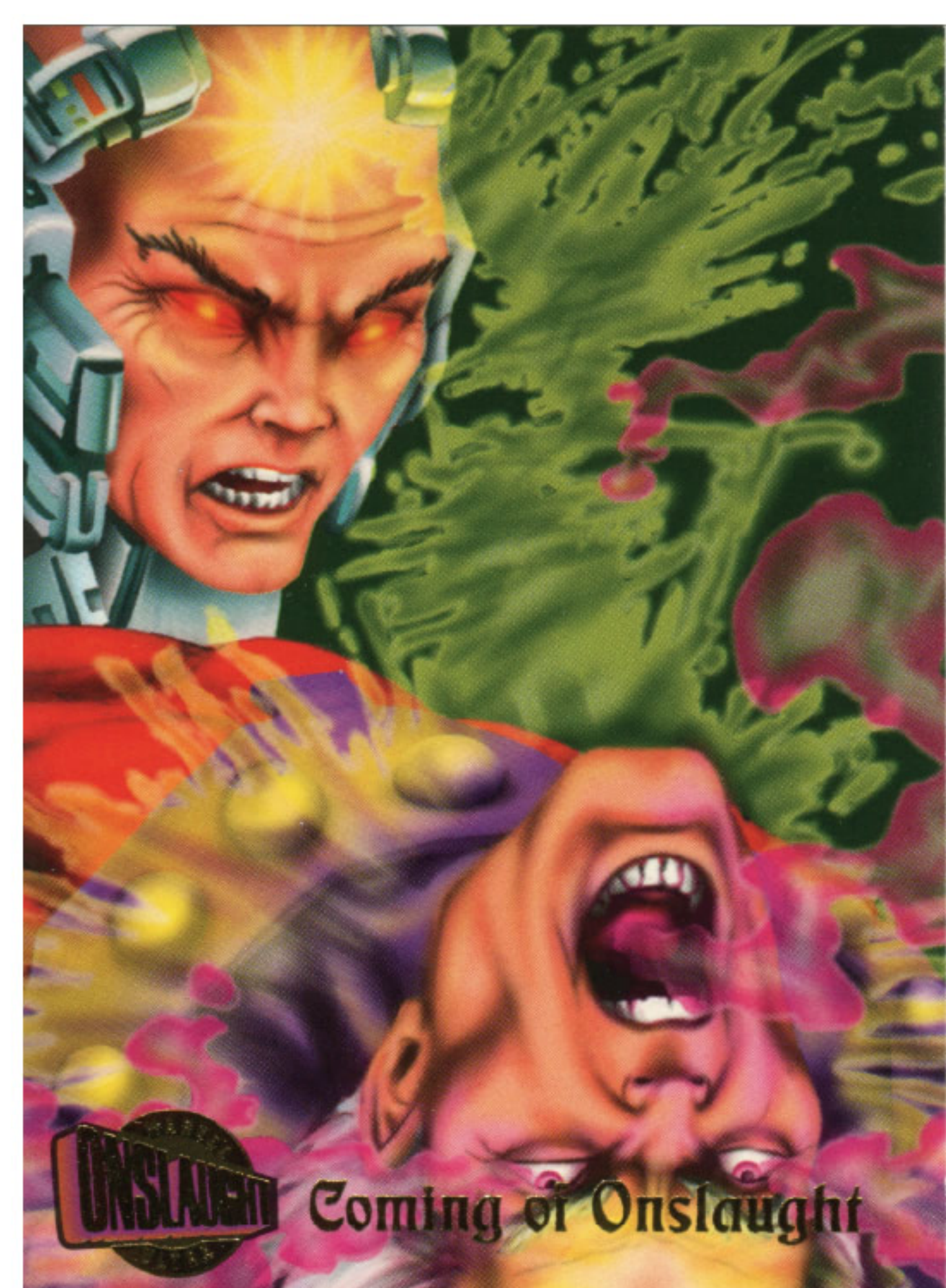
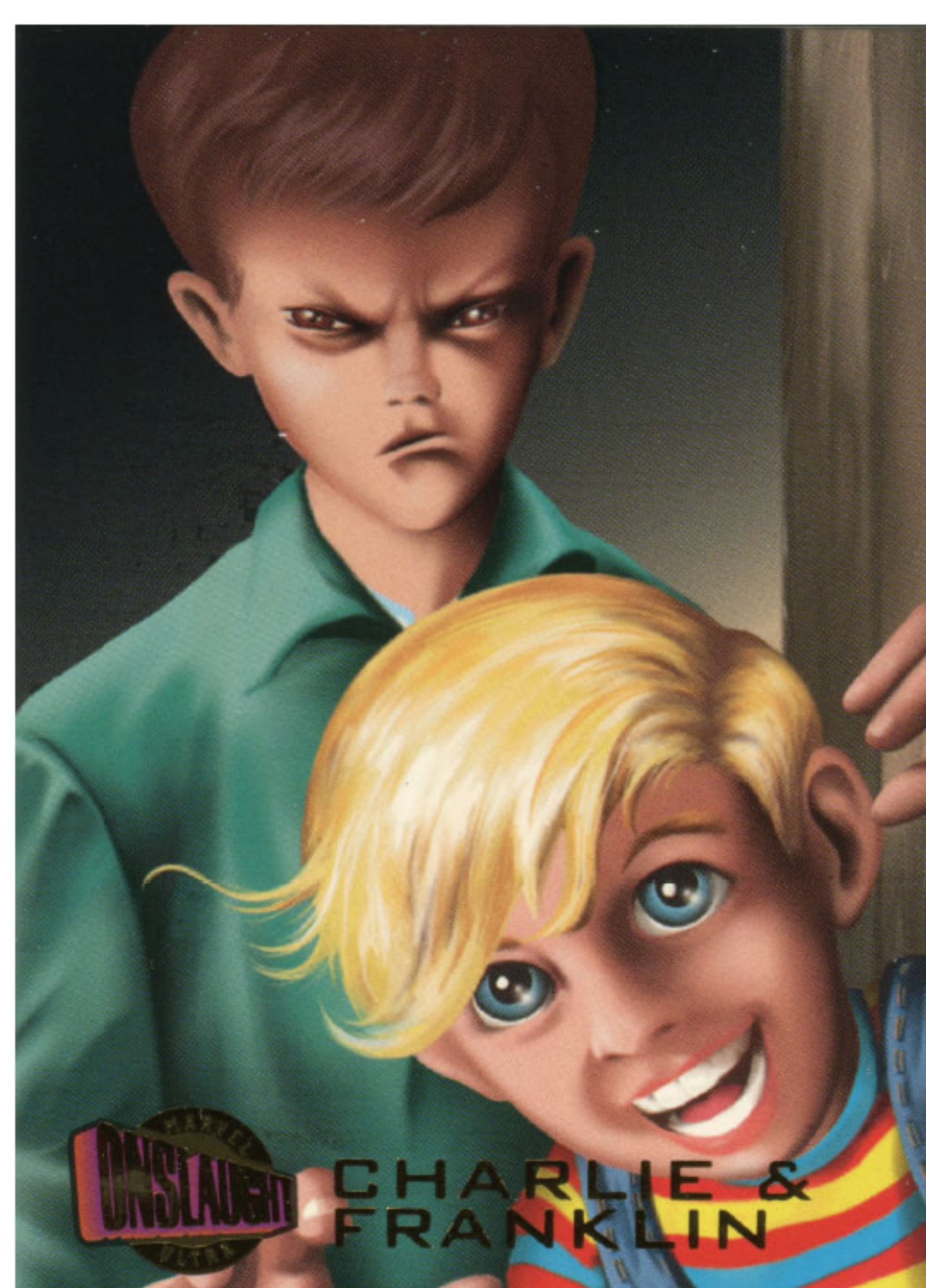






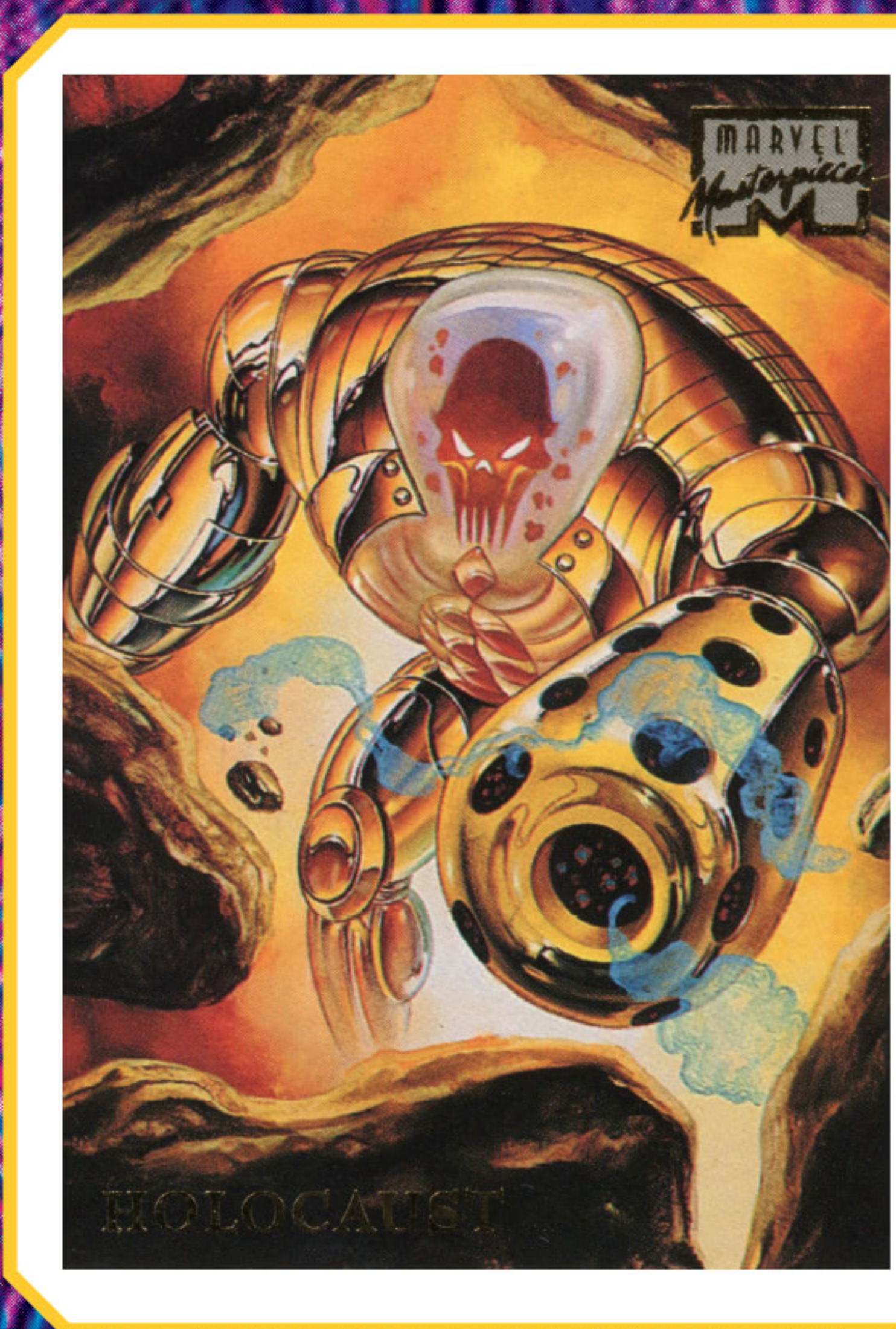
Marvel Ultra Onslaught 1996 trading cards by Greg Luzniak, Andy Kubert, Salvador Larroca, David Chylstek, Darick Robertson, Jeff Matsuda, Jung Choi, Craig White, Chris Chuckry, Malibu Comics & Digital Chameleon

Marvel Ultra Onslaught 1996 trading cards by Darick Robertson, Andy Kubert, Greg Luzniak, Amanda Conner, Yancey Labat, Digital Chameleon, Craig White, Regie Milburn & Byron Taylor

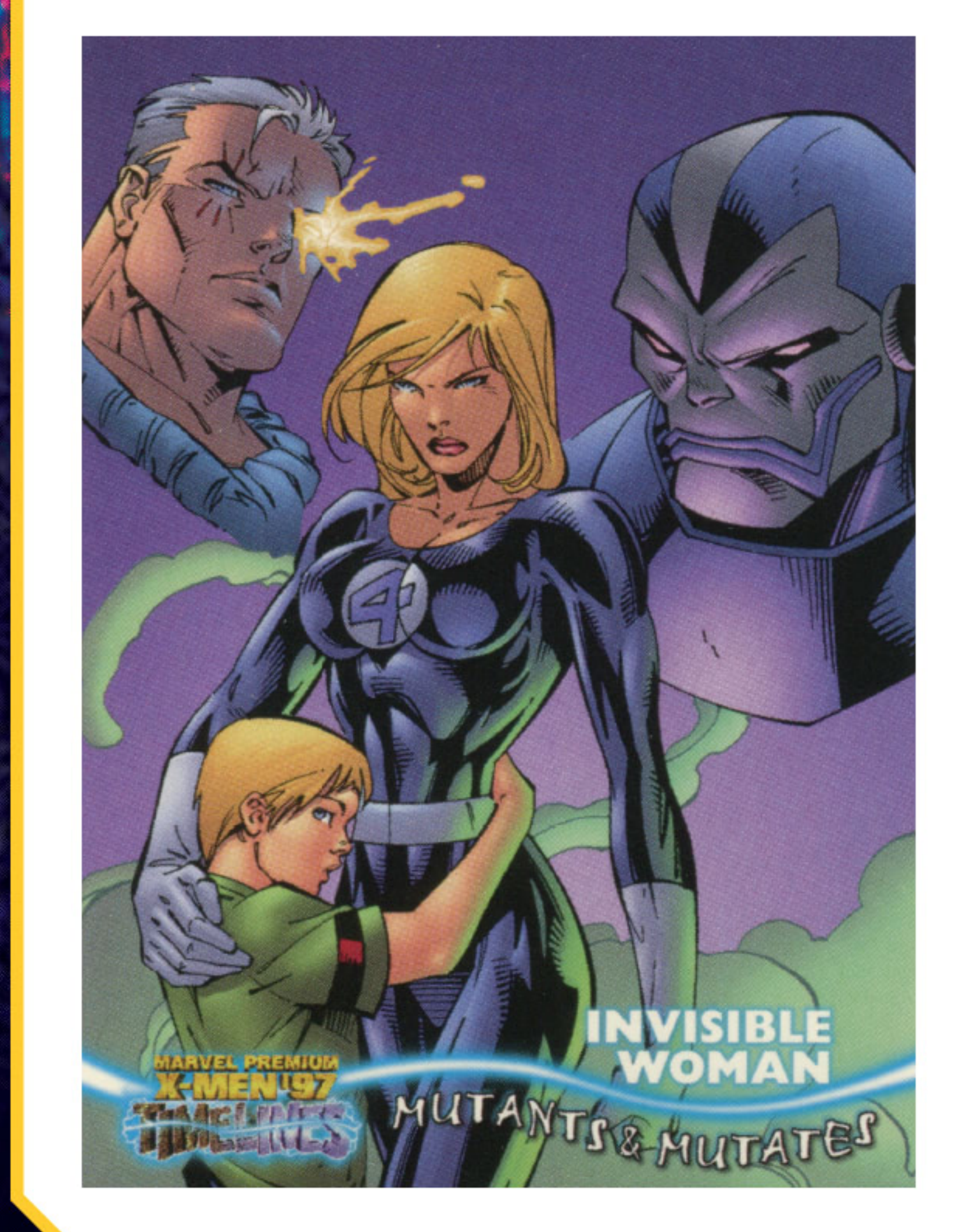




Wizard Magazine
promotional trading card by
Joe St. Pierre & Regie Milburn



Marvel Masterpieces 1996
trading cards by Boris Vallejo



Marvel Premium X-Men '97: Timelines trading cards

THE ONSLAUGHT SAGA REACHES ITS WORLD-SHATTERING CLIMAX!

The truth about Onslaught's origin has already struck at the very heart of the X-Men. Now, the evolving and all-powerful villain assaults New York City with robotic Sentinels — and prepares his genocidal endgame! As an army of Earth's heroes amasses, will the Avengers and Fantastic Four make the ultimate sacrifice to save the planet? When the dust settles, who will remain standing to fight another day? And what does the future hold for a guilt-stricken Charles Xavier?



Collecting *Avengers* [1963] #402, *Punisher* [1995] #11, *Thor* [1966] #502, *Wolverine* [1988] #105, *X-Men* [1991] #56-57 and *Annual '96*, *Onslaught: Marvel Universe* and *Epilogue*, *Cable* [1993] #36, *Uncanny X-Men* [1981] #337, *X-Men: The Road to Onslaught*, and material from *Fantastic Four* [1961] #416 — written by Mark Waid, John Ostrander, William Messner-Loebs, Larry Hama, Scott Lobdell, Jeph Loeb and Tom DeFalco; and illustrated by Mike Deodato Jr., Tom Lyle, Val Semeiks, Andy Kubert, Anthony Castriello, Roberto Flores, Adam Kubert, Joe Bennett, Randy Green, Bernard Chang, Joe Madureira and Carlos Pacheco.

MARVEL